THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Breton Technology Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

BRETON
博雷顿

Breton Technology Co., Ltd.
博雷頓科技股份公司

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

(Stock Code: 1333)

PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

A notice convening and holding the EGM of Breton Technology Co., Ltd. to be held at Conference Room 1 of Breton Technology Co., Ltd., 7th Floor, Building 1, Hongqiao Xintiandi, No. 818 Shenchang Road, Minhang District, Shanghai, the PRC on Thursday, July 30, 2026 at 11:00 a.m. is set out on pages 10 to 11 of this circular. A form of proxy for use at the EGM is enclosed. The form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.breton.top).

Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (in respect of holders of H Shares), or to the Company's registered office at Room 208, 2/F, Block 3, No. 168 Shennan Road, Minhang District, Shanghai, the PRC (in respect of holders of Domestic Shares), as soon as possible but in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. by 11:00 a.m. on Wednesday, July 29, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. If you attend and vote in person at the EGM, your form of proxy will be revoked.

References to dates and time in this circular are to Hong Kong dates and time.

July 10, 2026

CONTENTS

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

"Articles of Association"	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Board
"Board" or "Board of Directors"	the board of directors of the Company
"China" or "PRC"	The People's Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"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, whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 1333)
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in RMB and not listed or traded on any stock exchange
"EGM"	the 2026 second extraordinary general meeting of the Company, or any adjournment thereof, to be convened and held at Conference Room 1 of Breton Technology Co., Ltd., 7th Floor, Building 1, Hongqiao Xintiandi, No. 818 Shenchang Road, Minhang District, Shanghai, the PRC on Thursday, July 30, 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolution set out in the notice of the general meeting on pages 10 to 11 of this circular
"Group"	the Company and its subsidiaries from time to time

"H Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of China
"Latest Practicable Date"	July 10, 2026, being the latest practicable date prior to publication for ascertaining certain information contained in this circular
"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
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of the Share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

BRETON
博雷顿

Breton Technology Co., Ltd.
博雷頓科技股份公司
(A joint stock company established in the People's Republic of China with limited liability)
(Stock Code: 1333)

Executive Directors:
Mr. Chen Fangming *(Chairman of the Board and General Manager)*
Mr. Qiu Debo
Mr. Chen Guomin
Ms. Yang Hui

Non-executive Directors:
Mr. Cao Haiyi
Mr. Wang Zhenkun

Independent non-executive Directors:
Mr. Zhou Yuan
Mr. Gui Zhenhua
Dr. Jiang Bailing
Dr. Tim Sun

Registered Office:
Room 208, 2/F, Block 3
No. 168 Shennan Road
Minhang District
Shanghai
PRC

Principal place of business in Hong Kong:
Room 1912, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

July 10, 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF THE 2026 SECOND EXTRAORDINARY
GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM.

The following ordinary resolution will be proposed at the EGM to consider and, if thought fit, to approve:

1. Proposed Appointment of Auditor.

II. DETAILS OF THE RESOLUTION

1. Proposed Appointment of Auditor

Reference is made to the announcement of the Company dated July 10, 2026, in relation to, among others, the proposed change of auditor.

Upon the approval of the Company at its 2024 annual general meeting held on June 26, 2025, KPMG ("**KPMG**") was reappointed as the auditor of the Company for the year ended December 31, 2025. KPMG has retired as the auditor of the Company upon the expiry of its term of office at the conclusion of the 2025 annual general meeting of the Company held on June 25, 2026 and has not been reappointed. The retirement was because the Company and KPMG failed to reach a consensus on the audit fee arrangement for the year ending December 31, 2026.

The Company initiated the quotation and evaluation process for the audit work for the year ending December 31, 2026 in early May 2026. In early June 2026, the Company communicated with KPMG regarding the Group's overall business plan for 2026, future development direction and overseas business expansion. Based on the expected audit scope, audit procedures and workload, KPMG provided the Company with its audit fee proposal, which represented an increase as compared with the Group's audit fee level for the year 2025. Having considered the current scale of operations of the Group, the service proposals and fee quotations offered by other competent and qualified audit firms in the market, as well as the Group's overall cost control measures, the Company is of the view that there are suitable audit firms in the market that can provide competitive fee proposals and meet the Group's audit requirements. Accordingly, the Company initiated the external auditor selection process and engaged in communications with several competent and qualified professional accounting firms regarding their audit proposals, service arrangements and fee levels for the 2026 audit in mid-June 2026. On July 10, 2026, the Audit Committee held a meeting to review the service proposals and fee quotations submitted by each candidate auditor and, having considered the Group's current and expected business scale and overseas business development, the audit proposals, professional capabilities, overseas project support capabilities and fee levels offered by different accounting firms, was of the view that Rongcheng (Hong Kong) CPA Limited ("**RCHK**") possesses the professional qualifications and experience necessary to provide high-quality audit services, and proposed the appointment of RCHK as the new auditor of the Company. On the same day, having considered the recommendation of the Audit Committee, the Board resolved to propose the appointment of RCHK as the auditor of the Company for the year ending December 31, 2026, to hold office until the conclusion of the next annual general meeting of the Company, and to propose to the general meeting to authorize the management of the Company to determine the final audit fee based on the actual audit workload and specific circumstances.

The Company has communicated with KPMG regarding the proposed change of auditor. KPMG has confirmed in its retirement letter that there are no other matters relating to its retirement as the Company's auditor that need to be brought to the attention of the Shareholders. The Board and the Audit Committee also confirmed that, save as disclosed above, there are no other disagreements or unresolved matters between the Company and KPMG, and there are no other circumstances relating to the aforesaid retirement that need to be brought to the attention of the Shareholders.

The Board further confirms that as at the Latest Practicable Date, KPMG has not commenced any audit work in respect of the consolidated financial statements of the Group for the year ending December 31, 2026. The Board is of the view that the proposed change of auditor will not have any material impact on the annual audit and the release of annual results of the Group for the year ending December 31, 2026.

After careful consideration and fair negotiation with RCHK, it is proposed that the auditor's remuneration for the financial year ending December 31, 2026 (the "**Estimated Audit Fees**") shall range from RMB2,800,000 to RMB3,500,000. The Estimated Audit Fees are determined after taking into account various factors, including the scale, nature and complexity of the Group's business operations, the anticipated audit scope, additional audit matters that may arise in 2026, changes in audit procedures and workload that may result from fluctuations in the Group's asset scale, revenue levels and customer base, the audit timetable, as well as the seniority and mix of proposed assigned professional staff.

In assessing the reasonableness of the proposed audit fees, the Audit Committee has taken into consideration the audit proposals and fee quotations offered by other competent and qualified accounting firms in the market. The Audit Committee noted that the fee proposal provided by KPMG for the audit for the year ending December 31, 2026 represented an increase as compared with the Group's audit fee for the year 2025. Based on the communications between the Company and KPMG during the discussions on the audit fee arrangement, KPMG indicated that such fee increase was primarily attributable to the Group's anticipated new overseas projects in 2026 and the continuous expansion of overseas business, which would lead to a broader expected audit scope and higher workload. In addition, as KPMG's local resources and business presence in the Democratic Republic of the Congo, where the Group's major overseas projects are located, are relatively limited, it is expected that additional overseas audit resources would need to be deployed, thereby increasing the relevant audit costs.

After comparing the audit proposals and fee quotations offered by different accounting firms, the Audit Committee is of the view that the audit fee proposal offered by RCHK is competitive and meets the Group's current audit requirements. Meanwhile, according to the information provided by RCHK, RCHK is a member of the Rongcheng Network. RSM China CPA LLP (容誠會計師事務所(特殊普通合夥)) within the Rongcheng Network is affiliated to the global RSM International network. RSM International network maintains an office in the Democratic Republic of the Congo, where the Group's major overseas projects are located, and possesses relatively well-established local support capabilities, which would help enhance the efficiency of overseas audit work. Accordingly, the Audit Committee is of the view that the audit proposal and the Estimated Audit Fees offered by RCHK are reasonable and are in line with the Group's current and future business development needs.

The above Estimated Audit Fees are determined on the assumption that the Group's business operations, accounting policies and regulatory environment remain unchanged during the relevant financial year. Save for any material changes to the aforesaid bases or assumptions, the final audit fees are not expected to differ materially from the estimated amount set out above. In the event of any material changes, the Company will publish further announcement(s) as appropriate to make additional disclosures (if applicable).

In assessing the proposed appointment of RCHK as the auditor of the Company, the Audit Committee has considered a number of factors including but not limited to (i) its experience, industry knowledge and technical capabilities in handling audit engagements for companies listed on the Stock Exchange; (ii) its independence from the Group and objectivity; (iii) its proposed audit fees and audit proposal; (iv) its market reputation and track record; (v) its resources and capacity, including human resources, time commitment and composition of its audit team; and (vi) the relevant guidelines published by the Accounting and Financial Reporting Council of Hong Kong (the "**AFRC**"), including Part 2 of the "Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors" (the "**Guidelines**") and the "Guidance Notes on Change of Auditors".

The Audit Committee has made reference to Part 2 of the Guidelines (in particular paragraph 2.2.4 thereof) and, based on the considerations set out in the Guidelines, is satisfied that RCHK possesses independence, professional competence and the capability to conduct high-quality audits, and that RCHK possesses sufficient and appropriate human resources, expertise, time and resources to perform high-quality audit work for the Company. A summary of the detailed assessment conducted by the Audit Committee is set out below:

(i) Governance and leadership – RCHK is registered with the AFRC as a public interest entity auditor. The Audit Committee has reviewed profiles of RCHK's leadership team, organisational structure and quality management policies on governance and leadership, and is satisfied that RCHK has established a sound audit quality management system and rigorous audit methodologies and is committed to conducting audit work in the interests of the Company's Shareholders and the wider public.

(ii) Independence and compliance with relevant ethical requirements – The Audit Committee has held discussions with the proposed engagement partner and noted that RCHK complies with the Code of Ethics for Professional Accountants (including the independence provisions) issued by the Hong Kong Institute of Certified Public Accountants and applicable quality management standards. There are no non-audit services, financial or commercial relationships between the Company and RCHK that may impair RCHK's independence, nor any other relationships (whether financial, employment, familial or otherwise) between members of the proposed audit engagement team (and their respective immediate family members) and the Company that could compromise RCHK's independence when conducting audits for the Company.

(iii) Industry knowledge and technical competence – RCHK has a team of staff with professional qualifications and extensive audit experience, and possesses experience in providing audit services to companies listed on the Stock Exchange and clients across various industries. In addition, RCHK is able to leverage its international service network and professional resources to provide cross-border audit support for enterprises with domestic and overseas operations. The Audit Committee has reviewed and discussed the audit plan and audit timetable with RCHK, and confirmed that it has sufficient qualified staff and professional resources to deliver high-quality audit services.

(iv) Engagement performance – The Audit Committee has discussed with RCHK in respect of its overall audit strategy, which covers clear audit scope, audit focus and key work arrangements. After reviewing RCHK's audit methodology proposed to be adopted and the background of the engagement partner and team members, the Audit Committee is satisfied that the audit team possesses sufficient professional expertise, human resources and time commitment to effectively carry out the audit work of the Company.

(v) Communication and interaction with the Audit Committee – The Audit Committee considers that RCHK has established communication arrangements with the Audit Committee and the management of the Company to ensure that audit progress, significant audit matters and other key issues can be timely reported to the Audit Committee and properly addressed.

(vi) Monitoring procedures – To the best of its knowledge, the Audit Committee is not aware of any matters that may affect RCHK's integrity, objectivity and independence, or that may adversely affect the quality of its audit.

Based on the foregoing, the Audit Committee has assessed and considered that RCHK is independent, qualified and suitable to act as the auditor of the Company, and has recommended to the Board the appointment of RCHK as the auditor of the Company. The Board and the Audit Committee are of the view that the change of auditor will enhance the cost-effectiveness of the Company's annual audit, maintain sound corporate governance practices and is in the interests of the Company and the Shareholders as a whole.

The above resolution has been considered and approved by the Board on July 10, 2026, and is hereby submitted to the EGM for consideration and approval by way of an ordinary resolution.

III. THE EGM

The EGM will be convened and held on Thursday, July 30, 2026 at 11:00 a.m. at Conference Room 1 of Breton Technology Co., Ltd., 7th Floor, Building 1, Hongqiao Xintiandi, No. 818 Shenchang Road, Minhang District, Shanghai, the PRC. A notice convening the EGM is set out on pages 10 to 11 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.breton.top).

IV. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, July 27, 2026 to Thursday, July 30, 2026, both days inclusive, for the purpose of ascertaining the entitlement of Shareholders to attend and vote at the EGM to be convened and held on Thursday, July 30, 2026. Shareholders whose names appear on the register of members of the Company on Thursday, July 30, 2026 will be entitled to attend and vote at the EGM.

In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong share registrar for H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. on Friday, July 24, 2026.

V. PROXY ARRANGEMENT

The form of proxy of the EGM is enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.breton.top).

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The form of proxy must be deposited at the Company's Hong Kong H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or at the Company's registered office at Room 208, 2/F, Block 3, No. 168 Shennan Road, Minhang District, Shanghai, the PRC (for holders of Domestic Shares), not less than 24 hours before the scheduled time of the EGM or any adjournment thereof (i.e. before 11:00 a.m. on Wednesday, July 29, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any other adjourned meeting should you so wish.

If you attend and vote in person at the EGM, the authority of your proxy will be deemed to be revoked.

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of the Shareholders at the general meeting shall be taken by poll except where the chairman of the general meeting may, in good faith and in accordance with the Listing Rules, allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.breton.top) after the EGM in accordance with the Listing Rules.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM.

VII. 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 not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

VIII. RECOMMENDATION

The Board considers that the resolution proposed at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolution.

By order of the Board
Breton Technology Co., Ltd.
Mr. Chen Fangming
Chairman, General Manager and Executive Director

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

BRETON
博雷顿

Breton Technology Co., Ltd.
博雷頓科技股份公司

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

(Stock Code: 1333)

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary general meeting (the "**EGM**") of Breton Technology Co., Ltd. (the "**Company**") will be convened and held at Conference Room 1 of Breton Technology Co., Ltd., 7th Floor, Building 1, Hongqiao Xintiandi, No. 818 Shenchang Road, Minhang District, Shanghai, the PRC, on Thursday, July 30, 2026 at 11:00 a.m. to consider and, if thought fit, to approve the following matter:

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of auditor.

By order of the Board
Breton Technology Co., Ltd.
Mr. Chen Fangming
Chairman, General Manager and Executive Director

Hong Kong, July 10, 2026

Notes:

1. The resolution at the EGM will be voted on by way of a poll in accordance with the Listing Rules (except for the Chairman's decision voting on a show of hands for resolutions relating to procedural or administrative matters). The poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.breton.top) after the EGM in accordance with the Listing Rules.

2. For the purpose of ascertaining the right to attend and vote at the EGM, the register of members of the Company will be closed from Monday, July 27, 2026 to Thursday, July 30, 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, unregistered holders of the Company's Shares must ensure that all transfers, accompanied by the relevant share certificates, must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, July 24, 2026.

3. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote in his/her stead provided that each proxy so appointed represents the respective number of Shares held by the member as specified in the relevant form of proxy. A proxy need not be a Shareholder of the Company.

4. Individual Shareholders who wish to attend the EGM in person should present their identity cards or other valid identification or proof of identity and shareholding account cards. Proxies of individual Shareholders should present their valid identification documents and forms of proxy. A corporate Shareholder shall be represented at the meeting by its legal representative or by a proxy appointed by the legal representative. The legal representative intending to attend the meeting should produce his/her identity card or other valid proof of legal representative status. If appointed to attend the meeting, the proxy shall present his/her identity card and an authorization duly signed by the legal representative of the corporate Shareholder.

5. The instrument appointing a proxy shall be signed by the Shareholder or by his/her attorney duly authorized in writing. In the case of a Shareholder which is a corporation, the instrument appointing a proxy shall be under its common seal or shall be signed by its director or by its duly authorized representative in writing. In the case of an instrument of proxy purporting to be signed by a person authorized by the appointor, the power of attorney or other authority under which it is signed shall be notarially certified and shall be delivered at the same time as the instrument of proxy.

   To be valid, the form of proxy together with a notarially certified copy of the power of attorney or other authority must be deposited at the Company's H share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (in respect of holders of H Shares), or at the registered office of the Company at Room 208, 2/F, Block 3, No. 168 Shennan Road, Minhang District, Shanghai, the PRC (in respect of holders of Domestic Shares), not later than 24 hours prior to the time appointed for the holding of the EGM or any adjournment thereof, i.e. 11:00 a.m. on Wednesday, July 29, 2026.

   Where there are joint registered holders of any Share, any one of such joint registered holders 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, either personally or by proxy, shall alone be accepted as representing the joint holder.

   Completion and return of the form of proxy and the instrument of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. In such event, the instrument of proxy shall be deemed to be revoked.

6. Shareholders attending the EGM are responsible for their own travelling and accommodation expenses.

7. In the event of any inconsistency between the English and Chinese versions of this notice, the Chinese version shall prevail.

As at the date of this notice, Directors are (i) Mr. Chen Fangming, Mr. Qiu Debo, Mr. Chen Guomin 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 Dr. Tim Sun as independent non-executive Directors.