



Singulus Technologies Aktiengesellschaft

**关于第一大股东转让公司全部股份
公开征集受让方的公告**

**Notification on the Largest Shareholder's Proposed
Transfer of its Shareholding by Way of Public
Solicitation Conducted by the Selling Shareholder**

重要提示:

Important Reminders:

1、公司第一大股东凯盛科技集团有限公司（以下简称“凯盛集团”）拟通过公开征集的方式向符合法定资格和监管要求的潜在受让方转让所持Singulus Technologies Aktiengesellschaft（以下简称“公司”或“新格拉斯”）1,489,997股股份（占公司总股本的16.75%）。

1、Triumph Science & Technology Group Co., Ltd. (hereinafter referred to as "Triumph Group"), the Company's largest shareholder, has informed the Company that it intends to explore a transfer of its total holding of 1,489,997 shares in Singulus Technologies Aktiengesellschaft (hereinafter referred to as the "Company" or "Singulus"), accounting for 16.75% of the Company's total share capital, by way of a public solicitation process conducted by Triumph Group and addressed to potential transferees satisfying applicable eligibility and regulatory requirements.

2、在本次公开征集所规定的期限内，凯盛集团是否能够征集到符合条件的拟受让方（或称意向受让方），能否签订具有约束力的股份转让协议以及本次转让能否完成，均存在较大的不确定性。本公告仅作信息披露之用，不构成新格拉斯公开发售证券、新格拉斯向公众购股邀约、招股说明书、投资建议，亦不代表公司出具的估值意见或投资推荐。

2、There is substantial uncertainty as to whether Triumph Group will identify any qualified potential transferee, whether any binding share transfer agreement will be entered into, and whether any transfer will be completed. This notification is made for information purposes only and does not constitute a public offer of securities by

新格拉斯

Singulus, an invitation to the public to acquire securities by Singulus, a prospectus, investment advice, or a valuation or recommendation by the Company.

2026年6月15日，公司收到第一大股东凯盛集团发来的《关于凯盛科技集团有限公司拟公开征集转让新格拉斯股份的告知函》，凯盛集团拟以公开征集转让方式转让其持有的新格拉斯全部股份1,489,997股。根据欧盟第596/2014号条例及适用的德国资本市场法律相关规定，本公司将独立评估是否需要履行信息披露义务及披露时点，本公司将通过法定披露渠道完成所有必要信息披露，并将股东相关信息与公司自身相关信息作出明确区分。

On June 15, 2026, the Company received a Letter of Notification from Triumph Science & Technology Group Co., Ltd. ("Triumph Group"), stating that Triumph Group intends to explore the transfer of all its 1,489,997 shares in Singulus. To the extent required under Regulation (EU) No 596/2014 (MAR) and applicable German capital markets law, the Company will independently assess whether and when disclosure is required, make any required disclosure through the legally prescribed publication channels, and clearly distinguish shareholder-originated information from information relating to the Company.

近日，公司收到凯盛集团发来的告知函，内容涉及该公司拟转让新格拉斯相关股份事宜。以下信息均依据凯盛集团的告知函整理发布，发布范围仅限于法律规定及保障市场透明度所需的范畴。

本通知不构成、亦不得被解读为新格拉斯公开发售证券、招股说明书、新格拉斯向公众发出的认购意向征集、公允意见，或是公司就股份价值作出的任何声明。凯盛集团与潜在受让方开展的所有磋商均将独立于本通知进行，且全程须遵守德国及欧盟适用的证券、收购、招股书、市场滥用、表决权披露、外商投资、并购监管与制裁及反洗钱相关法律法规。

The Company recently received a Letter of Notification from Triumph Science & Technology Group Co., Ltd. concerning its proposed transfer of shares in Singulus. The following information is based on Triumph Group's notification and is provided solely to the extent legally required or appropriate for market transparency.

This notification does not constitute, and shall not be construed as, a public offer of securities by Singulus, a prospectus, an invitation to the public to submit purchase orders by Singulus, a fairness opinion, or a statement by the Company as to the value of the shares. Any discussions, provision of process documents and receipt of indications of interest will be conducted by Triumph Group outside this notification and only in compliance with applicable German and EU securities, takeover, prospectus, market-abuse, voting-rights notification, foreign investment, merger control, sanctions and anti-money laundering laws.

一、拟转让涉及的上市公司基本情况及转让股份数量

I. Basic Information of the Listed Company Involved in the Proposed Transfer and the Number of Shares to be Transferred

(一) 上市公司名称: **Singulus Technologies Aktiengesellschaft**

(I) Name of the Listed Company: Singulus Technologies Aktiengesellschaft

(二) 上市公司基本情况

(II) Basic Information of the Listed Company

证券简称: SNG

证券代码: **DE000A1681X5**

上市日期: 1997年11月25日

总股本: 8,896,527股

注册地: 德国美茵河畔卡尔哈瑙儿大街103号

经营范围: 设备的研发和制造

Stock Abbreviation: SNG

Stock Code: DE000A1681X5

Listing Date: 1997 / 11 / 25

Total Share Capital: 8,896,527Shares

Place of Registration: Hanauer Landstrasse 103, 63796 Kahl, Germany

Business Scope: the research, development and manufacturing of equipment

(三) 拟转让股份数量

凯盛集团持有新格拉斯 1,489,997 股, 占总股本 16.75%。所有股份无质押、冻结及代持等情况, 均为无受限流通股。

(III) Number of Shares Proposed for Transfer

Triumph Group holds 1,489,997 shares of Singulus, representing 16.75% of the total share capital. All the aforesaid shares are unrestricted tradable shares without pledge, freeze, nominee holding or any other encumbrances.

二、股份转让方式及转让价格

II. Share Transfer Method and Transfer Price

(一) 股份转让方式

凯盛集团拟通过公开征集受让方的方式一次性整体协议转让其所持有的公司全部 1,489,997 股股份（以下简称“标的股份”），本次转让须满足相关资质、监管及交易各项适用要求。

(I) Share Transfer Method

Triumph Group intends to conduct a one-off bulk agreement transfer of all its 1,489,997 shares in the Company (hereinafter referred to as the "Target Shares") by way of a public solicitation process conducted by Triumph Group and subject to applicable eligibility, regulatory and transaction requirements.

(二) 股份转让价格

凯盛集团已告知本公司，根据其自身适用的转让流程相关规定，且本公司未设定任何最低价值或目标价格，本次股份转让的价格将以新格拉斯公开征集提示性公告日前30个交易日的每日加权平均价格算术平均值为基础结合公司适用的相关规则及各拟受让方报价等各种因素确定。若本次股份转让能够最终达成交易，最终转让价格将由凯盛集团与中选受让方在正式股份转让协议中协商确定，且须符合适用法律法规要求。本公司不对该等股份的最低价值、目标价格、公允价值或建议转让价格作出任何声明、认可或暗示。凯盛集团采用的所有定价标准仅为转让方内部流程标准，不代表本公司出具的估值意见。

本次股份转让完成前如果新格拉斯发生派息、送股、资本公积金转增股本、配股等除权、除息事项，则转让价格和转让股份数量相应调整。

(II) Share Transfer Price

Triumph Group has informed the Company that, in accordance with its applicable seller process requirements and without the Company stating any minimum

value or target price, it intends to determine the transfer price by reference to the arithmetic average of the daily weighted average share prices of Singulus over the 30 trading days prior to the date of the relevant preliminary announcement for public solicitation, bids submitted by potential transferees and other relevant factors. If a transfer occurs, the final transfer price will be agreed solely between Triumph Group and the selected transferee in a definitive share transfer agreement and in compliance with applicable law. The Company does not state, endorse or imply any minimum value, target price, fair value or recommended transfer price for the shares. Any price criteria used by Triumph Group are seller process criteria only and do not constitute a valuation statement by the Company.

Prior to the completion of this share transfer, if Singulus undergoes dividend distribution, bonus share issuance, capital reserve conversion into share capital, rights issues or other ex-rights and ex-dividend events, the transfer price and the number of transferred shares shall be adjusted accordingly.

三、拟受让方的资格条件

III. Qualification Requirements for Potential Transferees

在符合适用法律规定以及取得所有必要监管批准的前提下，凯盛集团已告知本公司，本次潜在受让方需满足以下最低资格标准：

1. 拟受让方应具备成为德国上市公司股东资格条件，且依据适用的德国、欧盟、中国及其他相关监管规定，符合参与本次公开征集流程的资格条件；
2. 凯盛集团不接受拟受让方受让部分股份的请求，提出部分受让请求的视为未提出受让请求；不接受拟受让方为联合体；
3. 拟受让方应具备按时足额支付股份转让价款的资金实力，具有合法资金来源，按期足额支付全部转让价款，并满足所有适用的监管、制裁、反洗钱及外商投资相关要求；
4. 拟受让方应积极配合转让方完成本次公开征集转让相关价款支付及交割手续；

5.不得负有数额较大的债务到期未偿还，且处于持续状态，未被法院列入失信被执行人名单；

6.拟受让方如为非自然人，应就本次受让股份履行了全部必要的内部决策及批准程序；

7.凯盛集团可以要求拟受让方配合解决凯盛集团及其所属企业与本公司之间的各项未结事项，相关未结事项以凯盛集团提供的清单为准；

8.法律法规规定的其他条件。

Subject to applicable law and any required regulatory approvals, Triumph Group has informed the Company that potential transferees in the Public Solicitation are expected to satisfy the following minimum eligibility criteria:

1.The potential transferee shall be legally permitted to acquire and hold shares in a German listed stock corporation and shall be eligible to participate in the process under Relevant regulatory rules applicable German, EU, Chinese and other relevant regulatory requirements.

2.Triumph Group will not accept applications for partial share transfer, which shall be deemed invalid. Applications from consortiums are also not accepted.

3.The potential transferee shall have sufficient financial capacity to pay the full transfer price on schedule with legally sourced funds and to satisfy all applicable regulatory, sanctions, anti-money laundering and foreign investment requirements.

4.The potential transferee shall fully cooperate with the transferor in completing payment and share delivery procedures for this public solicitation and transfer.

5.The potential transferee shall not have outstanding large mature debts on a continuous basis, nor be listed as a dishonest person subject to enforcement by courts.

6.Where the potential transferee is not a natural person, it shall have completed all necessary internal decision-making and approval procedures for the share acquisition.

7.In case needed Triumph Group may ask the transferee to support constructively resolving the list of outstanding matters between Triumph Group and its subsidiaries at all levels and the Company. All relevant open matters are subject to the list provided by the Triumph Group.

8.Other requirements stipulated by applicable laws and regulations.

四、拟受让方的选择规则

受让方的选定事宜由凯盛集团自行聘请顾问全权负责。本公司不会担任转让方、配售代理、安排方或评审委员会成员，不牵头筹备、亦不对外分发本次转让流程相关文件，且公司所有参与行为仅限于法律规定的信息披露以及符合公司整体利益兼顾全体股东平等权益、经审议批准的公司相关事务。

初步评审主要审核意向受让方的参与资格，评价内容包括意向受让方的合法存续性情况、合法合规情况、资金来源情况、内部决策情况、财务状况。符合初步评审标准的受让方进入综合评审。综合评审由评审委员会按照综合评审标准进行打分，得分高低确定受让方的优先顺序。相关审核工作由凯盛集团及其聘请的顾问机构开展。针对拟受让方开展的全部资格审查、打分工作，均属于凯盛集团内部转让流程范畴，并非由本公司实施，亦非代表本公司开展工作。

凯盛集团除其他因素外，可能会考量拟定转让价格、交易确定性、监管可行性、融资确定性，以及任何合法可行、用于解决与新格拉斯未了结事项的方案。任何评分因素或遴选标准，均不得被解读为公司就股权价值、任何竞标方优势或交易达成可能性作出的声明。此外，本次股份转让行为可能触发适用法律法规项下的申报、审批或强制要约收购义务，相关法规涵盖表决权披露、上市公司收购、外商投资、经营者集中审查及其他监管制度。

IV. Transferee Selection Process

The selection of any transferee is a matter for Triumph Group, acting with its own advisers. The Company will not act as seller, placement agent, arranger or evaluation committee member, will not host or distribute seller process documents, and any Company involvement shall be limited to legally required disclosures and corporate actions approved in the corporate interest of the Company, with due regard to shareholder equality.

Preliminary review mainly verifies the eligibility of prospective transferees, covering their legal existence, compliance status, source of funds, internal decision-making procedures and financial standing. Transferees that meet the preliminary review criteria will proceed to the comprehensive review stage. The review committee will score candidates against comprehensive evaluation criteria and rank prospective transferees based on their scores. The preliminary and comprehensive review will be conducted by Triumph Group and its advisers. Any eligibility review, scoring or ranking of potential transferees is part of Triumph Group's seller process and is not conducted by or on behalf of the Company.

Triumph Group may consider, among other factors, the proposed transfer price, transaction certainty, regulatory feasibility, financing certainty, and any legally permissible proposal to address outstanding matters with Singulus. No scoring factor or selection criterion shall be interpreted as a statement by the Company regarding the value of the shares, the merits of any bidder, or the likelihood that a transaction will be completed. Additionally, any acquisition may trigger notification, approval or offer obligations under applicable voting-rights notification, takeover, foreign-investment, merger-control or other regulatory regimes.

五、拟受让方报名及递交受让申请材料的相关程序

V. Procedures for Registration and Submission of Process Documents by Potential Transferees

凯盛集团告知本公司本次公开征集流程将按照凯盛集团内部适用制度规定的时间表推进，本公告并不开启公众向新格拉斯认购、申报、下单或缴款阶段，任何主体不得依据本公告向新格拉斯提交相关文件或款项。

Triumph Group has informed the Company that its public solicitation process will follow the timetable required under Triumph Group's applicable rules. This notification does not open a public subscription, application, order or payment period, and no person should submit documents or funds to the Company on the basis of this notification.

凯盛集团告知本公司，拟受让方需递交的材料包括股份受让意向书及报价函、承诺书、资格证明材料等其他材料，相关文件及具体要求将由拟受让方向凯盛集团联系索取。新格拉斯公司不会接收或处理该类申请。

Triumph Group has informed the Company that documents to be submitted by prospective transferees include a share acquisition letter of intent, quotation letter, undertaking, qualification certification materials and other supporting documents. Prospective transferees shall contact Triumph Group to obtain the relevant documents and detailed requirements, and Singulus will not receive or process such applications.

凯盛集团告知本公司本次公开征集流程将按照其内部适用制度规定的时间安排执行。凯盛集团特此说明，相关适用法律法规规定本次公开征集期为10个交易日。本公告并不开启公众认购、申报、下单或缴款窗口期，任何主体不得依据本公告向本公司提交文件或款项。

Triumph Group has informed the Company that its public solicitation process will follow the timetable required under Triumph Group's applicable rules. Triumph hereby informs that applicable law prescribes a period of 10 trading days for the public solicitation process. This notification does not open a public subscription, application, order or payment period, and no person should submit documents or funds to the Company on the basis of this notification.

本公告不会载明本次公开征集的联系方式与材料提交方式，在法律允许的前提下由凯盛集团另行单独提供。拟受让方可发送邮件至下述邮箱索取该等联系方式及提交方式：triumphinvestment@cnbm.com.cn。新格拉斯公司不接收、不处理、不分发本次征集流程相关文件资料。

