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TIAN CHANG GROUP HOLDINGS LTD.
天長集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2182)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF MACHINERY AND FINANCE LEASE AGREEMENT

THE ACQUISITION OF MACHINERY FROM VENDOR B

References are made to the announcements of the Company dated 29 May 2026 and 7 October 2026 in relation to the two acquisitions of plastic injection molding machines, each and both from Vendor A. On 13 November 2026 (after trading hours), Huizhou Tian Chang, an indirect wholly-owned subsidiary of the Company, placed another purchase order with Vendor B, for the acquisition of the Machinery at a total consideration of RMB6.9 million (approximately HK$8.1 million).

THE FINANCE LEASE AGREEMENT

References are made to the announcements of the Company dated 29 May 2026 and 7 October 2026 in relation to the entry into two finance lease agreements respectively, each and both with Ningbo Zhongjin, as lessor, by Huizhou Tian Chang, as lessee. On 13 November 2026 (after trading hours), Huizhou Tian Chang, as lessee, entered into the Finance Lease Agreement with Ningbo Zhongjin, as lessor, pursuant to which Ningbo Zhongjin shall purchase the Machinery from Huizhou Tian Chang for a total consideration of RMB6.2 million (approximately HK$7.3 million), and the Machinery would then be leased back to Huizhou Tian Chang for a lease term of 41 months, including a rent-free period of 5 months.

THE MACHINERY ACQUISITION

On 13 November 2026 (after trading hours), Huizhou Tian Chang, an indirect wholly-owned subsidiary of the Company, placed a purchase order with Vendor B, for the Acquisition at a total consideration of RMB6.9 million (approximately HK$8.1 million).

THE PURCHASE ORDER

The principal terms of the purchase order are set out as follows:

Date:	13 November 2026 (after trading hours)
Parties:	(i) Huizhou Tian Chang; and (ii) Vendor B
Machinery acquired:	7 plastic injection molding machines
Consideration:	RMB6.9 million (including VAT) (approximately HK$8.1 million)
Payment terms:	10% of the consideration to be sourced from Huizhou Tian Chang's own resources, and to be paid in cash as deposit within 7 business day upon the receipt of the invoice; and 90% of the consideration to be financed by the Finance Lease Agreement, and to be paid in cash prior to delivery of the Machinery
Delivery:	Vendor B shall be responsible for the delivery of the Machinery within 60 days from the date the deposit is paid
Warranty:	The Machinery is subject to a warranty period of 2 years from the date of manufacturing

The above consideration payable by Huizhou Tian Chang is on normal commercial terms and is agreed after arm's length negotiation principally with reference to the prevailing market price of the Machinery of a similar nature, the operational performance and useful life of the Machinery and the reputation of Vendor B. The payment of deposit of the consideration, being RMB0.7 million (approximately HK$0.8 million), will be financed by Huizhou Tian Chang's internal resources, and the balance thereof by way of the finance lease under the Finance Lease Agreement.

THE FINANCE LEASE AGREEMENT

On 13 November 2026 (after trading hours), Huizhou Tian Chang, as lessee, entered into the Finance Lease Agreement with Ningbo Zhongjin, as lessor, pursuant to which Ningbo Zhongjin shall purchase the Machinery from Huizhou Tian Chang for a total consideration of RMB6.2 million (approximately HK$7.3 million), and the Machinery would then be leased back to Huizhou Tian Chang for a lease term of 41 months, including a rent-free period of 5 months.

The Finance Lease Agreement comprised (i) the purchase of the Machinery by Ningbo Zhongjin from Huizhou Tian Chang; and (ii) the lease arrangements, details of which are summarised as follows:

Date:

13 November 2026

Parties:

Lessor: Ningbo Zhongjin

Lessee: Huizhou Tian Chang

Sale and purchase arrangements

Pursuant to the Finance Lease Agreement, Ningbo Zhongjin shall purchase the Machinery from Huizhou Tian Chang for a total consideration of RMB6.2 million (approximately HK$7.3 million), subject to the purchase of the Machinery from Vendor B by Huizhou Tian Chang. The total consideration is payable by Ningbo Zhongjin to Huizhou Tian Chang upfront, subject to the signing of the agreement between Vendor B and Huizhou Tian Chang in relation to the Acquisition.

The consideration payable by Ningbo Zhongjin was determined after arm's length negotiations between the parties with reference to the original purchase prices of the Machinery payable by Huizhou Tian Chang to Vendor B under the purchase order.

Lease arrangements

Upon completion of the sale of the Machinery by Huizhou Tian Chang to Ningbo Zhongjin pursuant to the Finance Lease Agreement, the Machinery will forthwith be leased back to Huizhou Tian Chang by Ningbo Zhongjin for the Lease Term, and Huizhou Tian Chang will pay monthly lease payment to Ningbo Zhongjin for renting the Machinery. Pursuant to the Finance Lease Agreement, the total amount of lease payment payable by Huizhou Tian Chang for the Lease Term will be RMB6.5 million (approximately HK$7.7 million). The lease is subject to a flat interest rate of 1.8% per annum on the initial principal amount (being the consideration payable by Ningbo Zhongjin to Huizhou Tian Chang for the purchase of the Machinery under the Finance Lease Agreement). The payment of the instalments will commence on the twentieth day of the sixth month following full delivery of the Machinery, and no interest shall be charged during the first five months following such delivery. The monthly lease payment payable by Huizhou Tian Chang during the Lease Term is RMB0.2 million (approximately HK$0.2 million). The lease payment (together with the interest rate) was determined after arm's length negotiation between the parties with reference to the principal amount of the lease and the prevailing market interest rate for finance lease of comparable size and subject matter of the finance lease (including the nature and quality of the Machinery).

Ownership of the Machinery

The ownership of the Machinery under the Finance Lease Agreement shall belong to Ningbo Zhongjin commencing from the date of payment of the total consideration payable by Ningbo Zhongjin to Huizhou Tian Chang and during the Lease Term. At the end of the Lease Term, subject to payments by Huizhou Tian Chang of all amounts due under the Finance Lease Agreement, Huizhou Tian Chang will have an option to repurchase the Machinery at a nominal consideration of RMB1.

REASONS FOR AND BENEFITS OF THE PURCHASE ORDER AND THE FINANCE LEASE AGREEMENT

The Group is primarily engaged in integrated advanced manufacturing solutions segment, advanced consumer & industrial products segment and medical consumable products segment. References are made to the announcements of the Company dated 29 May 2026 and 7 October 2026 in relation to the two acquisitions of plastic injection molding machines from Vendor A and the entry into two finance lease agreements with Ningbo Zhongjin.

The Machinery is intended to replace the obsolete machinery with similar capacity so as to meet the requirement for the orders. Further, the Acquisition and the Finance Lease Agreement were entered contemporaneously as part of an integrated financing arrangement, whereby the Finance Lease Agreement serves as a financing tool for the Acquisition under the relevant purchase order. The Directors are of the view that the Finance Lease Agreement and the transactions contemplated thereunder would provide additional liquidity to the Group, reduce its immediate cash outflow from the purchase of the Machinery and reserve financial resources for its business operations. The Directors are of the view that Acquisition and the Finance Lease Agreement will provide opportunities to the Group's existing businesses in multiple ways, including but not limited to retaining its existing customers by renewing the Group's machinery to enhance operational efficiency and hence ensuring that the Group continues to deliver quality services to its existing and new customers thereby strengthening customer satisfaction and business relationships and providing additional liquidity to the Group.

The Directors consider that the terms of the purchase order, the Finance Lease Agreement and the transactions contemplated thereunder respectively are on normal commercial terms, and are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

INFORMATION OF THE PARTIES

Huizhou Tian Chang

Huizhou Tian Chang is a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, which is principally engaged in integrated advanced manufacturing solutions and manufacturing and sales of aerosol technology products and medical consumable products.

Vendor B

Vendor B is a company incorporated in the PRC with limited liability, which is principally engaged in sale and distribution of plastic injection molding machinery and related equipment, and provision of associated technical and after-sales services. To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, as at the date of this announcement, 100% of the equity interest of Vendor B is owned by Guo Hua Enterprises, a company incorporated in Hong Kong with limited liability, which is in turn wholly owned by Guo Hua, which is in turn wholly owned by Haitian International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange (stock code: 1882).

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Vendor B and its ultimate beneficial owner(s) are Independent Third Parties.

Ningbo Zhongjin

Ningbo Zhongjin, the lessor under the Finance Lease Agreement, is a company incorporated in the PRC with limited liability, principally engaged in financial leasing, and is a non-bank financial institution subject to regulation by the National Financial Regulatory Administration and relevant local financial regulatory authorities. To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, as at the date of this announcement, 75% of the equity interest of Ningbo Zhongjin is owned by Ningbo Changshi, which is in turn owned by Ningbo Qianmu, which is in turn owned by Wang Huangcheng* (王皇城) and Zhang Hui* (張輝).

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Ningbo Zhongjin and its ultimate beneficial owner(s) are Independent Third Parties.

IMPLICATIONS UNDER THE LISTING RULES

The Acquisition and the Aggregate Acquisitions

As the Aggregate Acquisitions were conducted within 12 months, the Aggregate Acquisitions are to be aggregated as a series of transactions pursuant to Rules 14.22 and 14.23 of the Listing Rules. As the highest applicable percentage ratio (as defined in the Listing Rules) for the Aggregate Acquisitions, on a consolidated basis, exceed 5% but are less than 25%, the Aggregate Acquisitions constitute a discloseable transaction pursuant to Chapter 14 of the Listing Rules, and are only subject to the notification and announcement requirements, but exempted from the Shareholders' approval requirements.

The Finance Lease Agreement and the Aggregate Finance Lease Agreements

As the Aggregate Finance Lease Agreements were conducted within 12 months with the same lessor, the Aggregate Finance Lease Agreements are to be aggregated as a series of transactions pursuant to Rules 14.22 and 14.23 of the Listing Rules. As the highest applicable percentage ratio (as defined in the Listing Rules) for the Aggregate Finance Lease Agreements, on a consolidated basis, exceed 5% but are all less than 25%, the Aggregate Finance Lease Agreements constitute a discloseable transaction pursuant to Chapter 14 of the Listing Rules, and are only subject to the notification and announcement requirements, but exempted from the Shareholders' approval requirements.

Compliance Requirements

Accordingly, each of the Aggregate Acquisitions and the Aggregate Finance Lease Agreements are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules, but is exempt from the circular and Shareholders' approval requirements.

DEFINITIONS

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

"%"	per cent
"Acquisition"	acquisition of 7 plastic injection molding machines pursuant to the purchase order placed by Huizhou Tian Chang with Vendor B on 13 November 2026

"Aggregate Finance Lease Agreements"	the two finance lease agreements, each and both entered into by Ningbo Zhongjin, as lessor, and Huizhou Tian Chang, as lessee, as referred to in the announcement of the Company dated 29 May 2026 and 7 October 2026 respectively and the Finance Lease Agreement
"Aggregate Acquisitions"	the acquisitions of 15 and 9 plastic injection molding machines pursuant to the orders placed by Huizhou Tian Chang with Vendor A respectively as referred to in the announcements of the Company dated 29 May 2026 and 7 October 2026 respectively and the Acquisition
"Board"	the board of Directors of the Company
"Company"	Tian Chang Group Holdings Ltd. (天長集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange (stock code: 2182)
"Director(s)"	the director(s) of the Company
"Finance Lease Agreement"	the finance lease agreement dated 13 November 2026 entered into between Huizhou Tian Chang, as lessee, and Ningbo Zhongjin, as lessor, in respect of the sale and purchase arrangements and lease arrangements of the Machinery
"Guo Hua Enterprises"	Guo Hua Enterprises Group Limited* (國華企業集團有限公司), a limited liability company incorporated in Hong Kong
"Guo Hua"	Guo Hua Limited* (國華有限公司), a limited liability company incorporated in the British Virgin Islands
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Huizhou Tian Chang"	Huizhou Tian Chang Industrial Company Limited* (惠州市天長實業有限公司), a limited liability company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company

"Independent Third Party(ies)"	any persons or company and their respective ultimate beneficial owner(s) which, to the best of the Directors' knowledge, information and belief having made all reasonable enquires, are third parties independent of and not connected with the Company and its connected persons (or any of their respective associates)
"Lease Term"	a period of 41 months, including a rent-free period of 5 months, commencing from the date of full delivery of the Machinery
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Machinery"	an aggregate of 7 plastic injection molding machines purchased pursuant to the Acquisition
"Ningbo Changshi"	Ningbo Changshi Guangye Investment Co., Ltd.* (寧波長實廣業投資有限公司), a limited liability company incorporated in the PRC holding 75% of the equity interest of Ningbo Zhongjin
"Ningbo Qianmu"	Ningbo Qianmu Intelligent Technology Co., Ltd.* (寧波謙牧智能科技有限公司), a limited liability company incorporated in the PRC holding 100% of the equity interest of Ningbo Changshi
"Ningbo Zhongjin"	Ningbo Zhongjin Financial Leasing Co., Ltd.* (寧波中金融資租賃有限公司), a limited liability company incorporated in the PRC and the lessor under the Finance Lease Agreement
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong and the Macau Special Administrative Region of the PRC)
"RMB"	Renminbi, the lawful currency of PRC
"Share(s)"	the ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"VAT"	value-added tax

"Vendor A"	Haitian Machinery Sales (Guangdong) Co., Ltd.* (海天機械銷售(廣東)有限公司), a limited liability company incorporated in the PRC
"Vendor B "	Haitian Plastics Machinery Group Co., Ltd. * (海天塑機集團有限公司), a limited liability company incorporated in the PRC, an indirectly wholly owned subsidiary of Haitian International Holdings Limited

By Order of the Board
Tian Chang Group Holdings Ltd.
CHAN Tsan Lam
Chairman

Hong Kong, 13 November 2026

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HKD is calculated at the approximate exchange rate of RMB1.00 to HKD1.175. This exchange rate is adopted for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rates at all.

As at the date of this announcement, the Board comprises Mr. Chan Tsan Lam, Ms. Poon Po Han Lisa and Ms. Chan Yin Yan as executive Directors; and Mr. Ng Chi Wai, Mr. Hung Chun Leung and Mr. Chan Bing Kai as independent non-executive Directors.

* *For identification purpose only*