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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

ACQUISITION OF LAND USE RIGHTS

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The Board is pleased to announce that, on 23 March 2026, the Huizhou Subsidiary, through public auction, successfully won the bid for the land use rights of the Land Parcel located in Xinmin Luotang Area, Huizhou City, Guangdong Province, the PRC offered for sale by the Bureau at a Consideration of RMB49.5 million (approximately HK\$56.2 million). The Confirmation Letter for the Land Parcel Acquisition has been issued by the Bureau on 23 March 2026 as a result of the successful bidding and the Land Use Rights Grant Contract is expected to be entered into by the Huizhou Subsidiary and the Bureau on or around 2 April 2026.

The Group is planned to use the Land Parcel for the construction of new factory premises.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Land Parcel Acquisition exceeds 5% but is less than 25%, the Land Parcel Acquisition constitutes 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.

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THE RESULTS OF THE BID

The principal terms of the Confirmation Letter

- Date : 23 March 2026
- Parties to the Confirmation Letter : (i) Bureau (as the transferor); and
(ii) Huizhou Subsidiary (as the transferee)
- Consideration : The final bidding price is RMB49.5 million (approximately HK\$56.2 million). As of the date of this announcement, the Huizhou Subsidiary has paid an amount of approximately RMB14.9 million (approximately HK\$16.9 million) as the bid deposit, which shall constitute a part of the Consideration for the Land Parcel Acquisition. The remaining balance of the Consideration is subject to the payment terms to be set out in the Land Use Rights Grant Contract. The Consideration will be funded by the Group's internal resources.
- Land Use Rights Grant Contract : If the Huizhou Subsidiary fails to enter into the Land Use Rights Grant Contract with the Bureau within 10 working days after the execution of the Confirmation Letter, the bid deposit shall be forfeited and it shall be considered that the Huizhou Subsidiary has given up its successful bidding and shall bear the corresponding responsibility.

The information of the Land Parcel

Location	:	The land parcel #JD134-13-02 located at Xinmin Luotang Area, Huizhou City, Guangdong Province, the PRC
Total site area	:	53,731 square meters
Land use purpose	:	Class II Industrial use
Term of the land use right	:	50 years

BASIS OF DETERMINATION OF THE CONSIDERATION

The Consideration was arrived at as a result of successful bidding of the Land Parcel submitted to the Bureau as part of an public auction conducted pursuant to the relevant PRC laws and regulations. The relevant bidding price was determined by the Group after taking into account, among others, (i) the location, use, and potential development prospects of the Land Parcel; (ii) the starting bid price for the Land Parcel being RMB49.5 million with a bid increment being a multiple of RMB500,000 each, and (iii) market conditions in the surrounding area of the Land Parcel. The Directors are of the view that the Consideration is fair and reasonable, and is in the interests of the Company and the Shareholders as a whole.

REASONS FOR AND BENEFITS OF THE LAND PARCEL ACQUISITION

The Group is planned to construct new factory premises on the Land Parcel to align with the Group's development strategy, broaden its product diversification and expand its manufacturing and production capacity for electronic cigarettes products, medical consumable products, and integrated plastic solutions, by addition of highly automated machineries to prepare for the continuous growth in the orders of new products from existing customers, as well as to accommodate the growth of the Group's operations. The Land Parcel Acquisition will significantly enhance the Group's ability to meet market demand, strengthen its production capabilities, and positively impact the Group's sustainable development in the future.

The Directors (including the independent non-executive Directors) consider that the Land Parcel Acquisition and the terms thereof are on normal commercial terms and are fair and reasonable and in the interests of the Group and the Shareholders as a whole, even though it is not in the ordinary and usual course of business of the Group.

GENERAL INFORMATION OF PARTIES

The Group

The Group is principally engaged in manufacturing and sales of electronic cigarettes products and medical consumable products, and providing integrated plastic solutions in Hong Kong and the PRC.

The Huizhou Subsidiary

The Huizhou Subsidiary is an indirect wholly-owned subsidiary of the Company, and is principally engaged in the provision of scientific research and technical services and the manufacture and sales of polyester fibre products and non-ferrous metal products in the PRC.

The Bureau

Huizhou Huicheng District Natural Resources Bureau is a PRC government authority in charge of, among others, the management of land resources in Huizhou.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as of the date of this announcement, the Bureau and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

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DEFINITIONS

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

“%”	per cent
“Board”	the board of Directors of the Company
“Bureau”	Huizhou Huicheng District Natural Resources Bureau (惠州市惠城區自然資源局)
“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)
“Confirmation Letter”	the confirmation letter issued by the Bureau on 23 March 2026

“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Consideration”	RMB49.5 million (approximately HK\$56.2 million), being the price for the grant of the land use rights under the Land Parcel Acquisition
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huizhou Subsidiary”	Tian Hao New Materials Technology (Hui Zhou) Limited* (天濠新材料科技(惠州)有限公司), a limited liability company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“Land Parcel”	the land parcel #JD134-13-02 located at Xinmin Luotang Area, Huizhou City, Guangdong Province, the PRC. The land area of the Land Parcel is 53,731 square meters, and the nature of the land use is industrial use, with a 50 years land use right duration
“Land Parcel Acquisition”	the acquisition for the land use rights of the Land Parcel by the Group through public auction
“Land Use Rights Grant Contract”	the land use rights grant contract (國有建設用地使用權出讓合同) to be entered into between the Huizhou Subsidiary and the Bureau for the Land Parcel Acquisition
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, 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

“subsidiaries” has the meaning ascribed to it in the Listing Rules
“the Stock Exchange” The Stock Exchange of Hong Kong Limited

By order of the Board
TIAN CHANG GROUP HOLDINGS LTD.
Chan Tsan Lam
Chairman

Hong Kong, 23 March 2026

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*