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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 TRANSACTIONS IN RELATION TO
ACQUISITION OF MACHINERY AND
FINANCE LEASE AGREEMENT**

THE ACQUISITION OF MACHINERY FROM VENDOR

On 29 May 2026 (after trading hours), the Huizhou Subsidiary, an indirect wholly-owned subsidiary of the Company, placed the purchase order with Vendor, for the acquisition of the Machinery at a total consideration of RMB28.7 million (including value-added tax (“VAT”)) (approximately HK\$33.1 million).

THE FINANCE LEASE AGREEMENT

On 29 May 2026 (after trading hours), the Huizhou Subsidiary, as lessee, entered into the Finance Lease Agreement with Ningbo Zhongjin, as lessor, pursuant to which Ningbo Zhongjin shall purchase the Machinery from the Huizhou Subsidiary for a total consideration of RMB25.8 million (approximately HK\$29.8 million), and the Machinery would then be leased back to the Huizhou Subsidiary for a lease term of 41 months, including a rent-free period of 5 months. The ownership of the Machinery under the Finance Lease Agreement shall belong to Ningbo Zhongjin during the Lease Term. At the end of the Lease Term, subject to payments by the Huizhou Subsidiary of all amounts due under the Finance Lease Agreement, the Huizhou Subsidiary will have an option to repurchase the Machinery at a nominal consideration of RMB1.

IMPLICATIONS UNDER THE LISTING RULES

Purchase order

As the highest applicable percentage ratio (as defined in the Listing Rules) for the transaction contemplated under the purchase order, on a standalone basis, exceeds 5% but is less than 25%, the transaction under the purchase order constitutes a discloseable transaction pursuant to Chapter 14 of the Listing Rules, and is only subject to the notification and announcement requirements, but exempted from the Shareholders' approval requirements.

Finance Lease Agreement

As the highest applicable percentage ratio (as defined in the Listing Rules) for the transactions contemplated under the Finance Lease Agreement, on a standalone basis, exceeds 5% but is less than 25%, the transactions under the Finance Lease Agreement 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.

THE ACQUISITION OF MACHINERY FROM VENDOR

On 29 May 2026 (after trading hours), the Huizhou Subsidiary, an indirect wholly-owned subsidiary of the Company, placed the purchase order with Vendor, for the acquisition of the Machinery at a total consideration of RMB28.7 million (including VAT) (approximately HK\$33.1 million).

THE PURCHASE ORDER

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

Date:	29 May 2026 (after trading hours)
Parties:	(i) the Huizhou Subsidiary; and (ii) Vendor
Machinery acquired:	15 Plastic Injection Molding Machines
Consideration:	RMB28.7 million (including VAT) (approximately HK\$33.1 million)
Delivery:	The Vendor shall be responsible for the delivery of the Machinery in three batches within 65 days, 90 days and 105 days respectively from the date the deposit is paid.
Payment terms:	10% of the consideration to be sourced from Huizhou Subsidiary's own resources, and to be paid in cash as deposit upon signing the contract; and

90% of the consideration to be financed by the Finance Lease Agreement, and to be paid in three batches in cash prior to each of the three deliveries

The above consideration payable by the Huizhou Subsidiary 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 the Vendor. The payment of part of the consideration, being RMB2.87 million (approximately HK\$3.3 million), will be financed by the Huizhou Subsidiary's internal resources, and the balance thereof by way of the finance lease under the Finance Lease Agreement.

THE FINANCE LEASE AGREEMENT

On 29 May 2026 (after trading hours), the Huizhou Subsidiary, as lessee, entered into the Finance Lease Agreement with Ningbo Zhongjin, as lessor, pursuant to which Ningbo Zhongjin shall purchase the Machinery from the Huizhou Subsidiary for a total consideration of RMB25.8 million (approximately HK\$29.8 million), and the Machinery would then be leased back to the Huizhou Subsidiary 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 the Huizhou Subsidiary; and (ii) the lease arrangements, details of which are summarised as follows:

Date

29 May 2026 (after trading hours)

Parties

Lessor: Ningbo Zhongjin

Lessee: the Huizhou Subsidiary

Sale and purchase arrangements

Pursuant to the Finance Lease Agreement, Ningbo Zhongjin shall purchase the Machinery from the Huizhou Subsidiary for a total consideration of RMB25.8 million (approximately HK\$29.8 million), subject to the delivery of the Machinery from the Vendor to the Huizhou Subsidiary in batches. The total consideration is payable by Ningbo Zhongjin to the Huizhou Subsidiary upfront subject to the signing of the agreement between the Vendor and the Huizhou Subsidiary in relation to the purchase of the Machinery.

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 the Huizhou Subsidiary to the Vendor under the purchase order.

Lease arrangements

Upon completion of the sale of the Machinery by the Huizhou Subsidiary to Ningbo Zhongjin pursuant to the Finance Lease Agreement, the Machinery will forthwith be leased back to the Huizhou Subsidiary by Ningbo Zhongjin for the Lease Term, and the Huizhou Subsidiary 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 the Huizhou Subsidiary for the Lease Term will be RMB27.2 million (approximately HK\$31.4 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 the Huizhou Subsidiary for the purchase of the Machinery under the Finance Lease Agreement). The payment of the instalments will be commenced in the sixth month following delivery of the first batch of the machinery, and no interest shall be charged during the first five months following such delivery. The monthly lease payment payable by the Huizhou Subsidiary during the Lease Term is RMB0.8 million (approximately HK\$0.9 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 during the Lease Term. At the end of the Lease Term, subject to payments by the Huizhou Subsidiary of all amounts due under the Finance Lease Agreement, the Huizhou Subsidiary 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 plastic solutions segment, electronic cigarette products segment and medical consumable products segment. The Machinery is intended to broaden product diversification and enhance manufacturing and production capacity for a new product line of integrated plastic solutions.

The purchase order 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 of the Machinery under the 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 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 Subsidiary

Huizhou Subsidiary is a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, which is principally engaged in manufacturing and sales of e-cigarettes products, medical consumable products and providing integrated plastic solutions.

Vendor

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Vendor is a company incorporated in the PRC with limited liability, which is principally engaged in sale and distribution of plastic injection moulding machinery and related equipment, and provision of associated technical and after-sales services, and is 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 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

Purchase order

As the highest applicable percentage ratio (as defined in the Listing Rules) for the transaction contemplated under the purchase order, on a standalone basis, exceeds 5% but is less than 25%, the transaction under the purchase order 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.

Finance Lease Agreement

As the highest applicable percentage ratio (as defined in the Listing Rules) for the transactions contemplated under the Finance Lease Agreement, on a standalone basis, exceeds 5% but is less than 25%, the transactions under the Finance Lease Agreement constitutes a discloseable transaction pursuant to Chapter 14 of the Listing Rules, and is only subject to the notification and announcement requirements, but exempted from the Shareholders' approval requirements.

DEFINITIONS

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

“%”	per cent
“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 29 May 2026 entered into between the Huizhou Subsidiary, as lessee, and Ningbo Zhongjin, as lessor, in respect of the sale and purchase arrangements and lease arrangements of the Machinery

“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 Subsidiary”	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 associate)
“Lease Term”	a period of 41 months, including a rent-free period of 5 months, commencing from the date of payment of the total consideration payable by Ningbo Zhongjin to the Huizhou Subsidiary
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Machinery”	15 Plastic Injection Molding Machines
“Ningbo Changshi”	Ningbo Changshi Guangye Investment Co., Ltd.* (寧波長實廣業投資有限公司), a company incorporated in the PRC with limited liability 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 company incorporated in the PRC with limited liability holding 100% of the equity interest of Ningbo Changshi
“Ningbo Zhongjin”	Ningbo Zhongjin Financial Leasing Co., Ltd.* (寧波中金融租賃有限公司), a company incorporated in the PRC with limited liability and the lessor under the Finance Lease Agreement
“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
“the Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Haitian Machinery Sales (Guangdong) Co., Ltd.* (海天機械銷售(廣東)有限公司), a company incorporated in the PRC with limited liability

By Order of the Board
TIAN CHANG GROUP HOLDINGS LTD.
CHAN Tsan Lam
Chairman

Hong Kong, 29 May 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*