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 ACQUISITION OF MACHINERY

THE ACQUISITION OF MACHINERY FROM VENDOR

On 16 September 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 JPY1,090.6 million (approximately HK$54.5 million).

IMPLICATIONS UNDER THE LISTING RULES

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.

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THE PURCHASE ORDER

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

Date:	16 September 2026 (after trading hours)
Parties:	(i) the Huizhou Subsidiary; and (ii) Vendor
Machinery acquired:	10 Magnesium Injection Molding Machines under the brand "JSW"
Consideration:	JPY1,090.6 million (approximately HK$54.5 million), inclusive of import tariffs at the approximate amount of JPY66.5 million (approximately HK$3.3 million)
Payment terms:	30% of the consideration to be paid by telegraphic transfer as prepayment within 2 weeks after signing the purchase order; and 70% of the consideration to be paid by telegraphic transfer after delivery and installation of the Machinery.
Delivery:	The Vendor shall be responsible for the delivery of the Machinery in batches between February and April 2027.
Warranty:	The Machinery is subject to a warranty period of 12 months commencing from the date of issuance of final acceptance certificate by the Huizhou Subsidiary and the Vendor. During the warranty period, the Vendor shall provide maintenance and replacement of defective parts of the Machinery free of charge and remuneration.

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 the consideration will be financed by the Group's internal resources.

REASONS FOR AND BENEFITS OF THE PURCHASE ORDER

The Group is primarily engaged in integrated advanced manufacturing solutions segment, advanced consumer & industrial products segment and medical consumable products segment. The purchase of Machinery is intended to facilitate the Group's extended manufacturing capability in Magnesium Thixomolding which adopts the same business model as the Group's original integrated advanced manufacturing solutions segment, thereby reducing its reliance on any single product category and allowing the Group to leverage its existing industry relationship and market knowledge.

In addition, the extension to Magnesium Thixomolding under the existing integrated advanced manufacturing solutions segment complements and provides opportunities to the Group's existing businesses in multiple ways, including but not limited to retaining its existing customers and expanding its sales by offering a broader range of products and services and a more comprehensive suite of manufacturing services to the Group's existing customer base and supporting the Group in securing additional orders from them.

The Directors consider that the terms of the purchase order and the transactions contemplated thereunder 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 the development and manufacturing of new material products, including recycled PET felt materials, and is currently expanding its new materials capabilities into Magnesium Thixomolding and related advanced materials manufacturing technologies.

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 Hong Kong with limited liability, which is the legally designated agent of JSW and is principally engaged in the sale and distribution of magnesium injection molding machines "JSW BRAND THIXOMOLDING MACHINE" and their consumable components manufactured by JSW. 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, 80% of the equity interest of the Vendor is directly owned by Li Qiang (勵強).

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.

IMPLICATIONS UNDER THE LISTING RULES

Purchase order

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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
"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"	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
"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)
"JPY"	Japanese Yen, the lawful currency of Japan
"JSW"	The Japan Steel Works, Ltd. a company incorporated in Japan with limited liability and the shares of which are listed on Tokyo Stock Exchange, Japan (stock code: 5631)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
"Machinery"	10 Magnesium Injection Molding Machines

"Magnesium Thixomolding"	semi-solid magnesium alloy injection moulding
"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)
"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
"Vendor"	Jie Long Foreign Trade Co., Ltd.* (捷瓏進出口貿易有限公司), a company incorporated in Hong Kong with limited liability

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

Hong Kong, 16 September 2026

For the purpose of this announcement, unless otherwise indicated, conversion of JPY into HKD is calculated at the approximate exchange rate of JPY1.00 to HKD0.05. 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*