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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 THE ACQUISITIONS OF MACHINERY

THE ACQUISITION OF MACHINERY A FROM VENDOR A

On 24 November 2026 (after trading hours), Tian Hao, an indirect wholly-owned subsidiary of the Company, placed a purchase order with Vendor A, for the acquisition of Machinery A at a total consideration of JPY460.0 million (approximately HK$23.0 million).

THE ACQUISITION OF MACHINERY B FROM VENDOR B

On 24 November 2026 (after trading hours), Tian Hao, an indirect wholly-owned subsidiary of the Company, placed a purchase order with Vendor B, for the acquisition of Machinery B at a total consideration of RMB15.4 million (approximately HK$18.1 million).

THE MACHINERY A ACQUISITION

On 24 November 2026 (after trading hours), Tian Hao, an indirect wholly-owned subsidiary of the Company, placed a purchase order with Vendor A, for the acquisition of Machinery A at a total consideration of JPY460.0 million (approximately HK$23.0 million).

THE MACHINERY A PURCHASE ORDER

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

Date: 24 November 2026 (after trading hours)

Parties: (i) Tian Hao; and

(ii) Vendor A

Machinery acquired:	60 CNC machining machines under the brand "Brother"
Consideration:	JPY460.0 million (approximately HK$23.0 million), inclusive of import tariffs at the approximate amount of JPY38.0 million (approximately HK$1.9 million)
Payment terms:	30% of the consideration (exclusive of import tariffs) to be paid by bank transfer as deposit within 14 business days upon the contract becoming effective; 60% of the consideration (exclusive of import tariffs) to be paid by bank transfer in batches, each in the amount equaling 60% of the consideration as stated in the relevant bill of lading for the relevant batch of shipment, within the agreed delivery period and no later than 3 business days after the date of issuance of the relevant bill of lading; and 10% of the consideration (exclusive of import tariffs) to be paid by bank transfer within 22 business days from the date of the full delivery and passing of inspection/final acceptance of the Machinery A.
Delivery:	Vendor A shall be responsible for the delivery of Machinery A after receipt of the deposit in accordance with the following shipping dates: 10 CNC machining machines to be shipped in late February 2027; 40 CNC machining machines to be shipped in mid-March 2027; and 10 CNC machining machines to be shipped in late March 2027
Warranty:	Machinery A is subject to a warranty period of 2 years from the date of passing of inspection of Machinery A.

The above consideration payable by Tian Hao in respect of the acquisition of Machinery A is on normal commercial terms and is agreed after arm's length negotiation principally with reference to the prevailing market price of the Machinery A of a similar nature, the operational performance and useful life of the Machinery A and the reputation of Vendor A. The payment of the consideration will be financed by Tian Hao's internal resources, banking facilities or a combination of both.

THE MACHINERY B ACQUISITION

On 24 November 2026 (after trading hours), Tian Hao, an indirect wholly-owned subsidiary of the Company, placed a purchase order with Vendor B, for the acquisition of Machinery B at a total consideration of RMB15.4 million (approximately HK$18.1 million).

THE MACHINERY B PURCHASE ORDER

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

Date:	24 November 2026 (after trading hours)
Parties:	(i) Tian Hao; and (ii) Vendor B
Machinery acquired:	40 CNC machining machines under the brand "FANUC"
Consideration:	RMB15.4 million (including VAT) (approximately HK$18.1 million)
Payment terms:	30% of the consideration to be paid by telegraphic transfer as deposit within 14 days upon signing the contract; 60% of the consideration to be paid by telegraphic transfer in batches, each in the amount equaling 60% of the consideration in respect of the CNC machining machines delivered in that relevant batch, within 14 days prior to the delivery date of each batch of Machinery B; and 10% of the consideration to be paid by telegraphic transfer in batches, each in the amount equaling 10% of the consideration in respect of the CNC machining machines delivered in that relevant batch, within 30 days upon completion of installation of each batch of Machinery B and receipt of a qualified invoice from Vendor B.
Delivery:	Vendor B shall be responsible for the delivery of Machinery B. The expected delivery dates of the Machinery B are: 20 CNC machining machines to be delivered before 5 March 2027; and 20 CNC machining machines to be delivered before 30 April 2027
Warranty:	Machinery B is subject to a warranty period of 3 years from the date of ex-factory delivery.

The above consideration payable by Tian Hao in respect of the acquisition of Machinery B is on normal commercial terms and is agreed after arm's length negotiation principally with reference to the prevailing market price of the Machinery B of a similar nature, the operational performance and useful life of the Machinery B and the reputation of Vendor B. The payment of the consideration will be financed by Tian Hao's internal resources, banking facilities or a combination of both.

REASONS FOR AND BENEFITS OF THE PURCHASE ORDERS

The Group is primarily engaged in integrated advanced manufacturing solutions segment, advanced consumer & industrial products segment and medical consumable products segment. The acquisitions of Machinery A and B are intended to support 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 and forms part of the Group's strategy to expand its advanced manufacturing capabilities and diversify its product offerings.

Unlike the magnesium injection molding machines previously acquired by the Group, which are principally used to produce moulded magnesium alloy components through the semi-solid injection molding process, the CNC machining machines are utilised in the subsequent manufacturing stage to carry out precision machining and finishing operations on such components. These operations include drilling, milling, tapping, cutting and other finishing processes required to achieve customers' specified dimensional tolerances, functional requirements and product quality standards.

Accordingly, the CNC machining machines serve a different purpose from the previously acquired magnesium injection molding machines and are complementary production equipment forming part of the overall manufacturing workflow for magnesium alloy products. The Directors believe that the acquisitions of the Machinery A and B are necessary for the establishment of a comprehensive magnesium alloy manufacturing capability, as they enable the Group to perform critical post-molding machining processes in-house, thereby enhancing production efficiency, manufacturing precision, product quality and delivery control. Having considered the nature and intended use of the CNC machining machines in the Group's production process, the Directors are of the view that the acquisitions of Machinery A and B are conducted in the ordinary and usual course of business of the Group.

The Group considers that the development of its Magnesium Thixomolding capability complements its existing integrated advanced manufacturing solutions business and allows the Group to broaden its product and service offering. The Directors further believe that the acquisitions will enable the Group to leverage its existing industry relationships, technical know-how and market knowledge while reducing its reliance on any single product category.

The Directors consider that the terms of the Machinery A purchase order and the Machinery B purchase order and the transactions contemplated thereunder are on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES

Tian Hao

Tian Hao 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 A

Vendor A is a company incorporated in Japan with limited liability, which is an authorized distributor of machine tools products manufactured by Brother and is principally engaged in sale of production equipment, including but not limited to industrial robots, machining centers and CNC lathes. 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, the shares of Vendor A are listed on Tokyo Stock Exchange (stock code: 8051).

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Vendor A and its ultimate beneficial owner(s) are Independent Third Parties, and Vendor A is not connected or otherwise associated with Vendor B.

Vendor B

Vendor B is a company incorporated in the PRC with limited liability, which is an authorized sales agent of Shanghai Fanuc and is principally engaged in sale and distribution of hardware machinery, injection molding machines, mechanical and related spare parts. 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 Hapwood Holdings Company Limited (凱域國際有限公司), which is in turn owned by Woo Aaron Seaward (胡家朗) and Wong Tung Yu Monica (黃冬瑜) (holding 60% and 40% of the equity interest of Hapwood Holdings Company Limited respectively).

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, and Vendor B is not connected or otherwise associated with Vendor A.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of each of the acquisition of Machinery A and the acquisition of Machinery B, whether on a standalone basis and/or consolidated basis, exceeds 5% but is less than 25%, the acquisition of Machinery A and the acquisition of Machinery B each constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the notification and announcement requirements, but is exempt from the circular and the Shareholders' approval requirements.

Separately, references are made to the announcements of the Company dated 16 September 2026 and 7 October 2026 in relation to the Magnesium Acquisitions. As the machinery acquired under the Magnesium Acquisitions, the Machinery A and the Machinery B are each acquired by the Group for its own use in the ordinary and usual course of business of the Group, and the vendors under the Magnesium Acquisitions, Vendor A and Vendor B are independent of, and not connected with, one another, pursuant to Rule 14.23A of the Listing Rules, the Magnesium Acquisitions, the acquisition of Machinery A and the acquisition of Machinery B are not required to be aggregated and treated as one transaction under the Listing Rules.

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
"Brother"	Brother Industries, Ltd., a company incorporated in Japan with limited liability and the shares of which are listed on Tokyo Stock Exchange (stock code: 6448)
"CNC"	computer numerical control
"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
"FANUC"	FANUC Robodrill & FANUC Roboshot products
"FANUC Corp."	FANUC Corporation, a limited liability company incorporated in Japan, which is a 51% shareholder of Shanghai Fanuc and the shares of which are listed on Tokyo Stock Exchange (stock code: 6954)

"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
"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 enquiries, 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
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Machinery A"	an aggregate of 60 CNC machining machines purchased pursuant to the purchase order placed by Tian Hao with Vendor A on 24 November 2026
"Machinery B"	an aggregate of 40 CNC machining machines purchased pursuant to the purchase order placed by Tian Hao with Vendor B on 24 November 2026
"Magnesium Acquisitions"	the acquisitions of 10 and 9 magnesium injection molding machines as referred to in the announcements of the Company dated 16 September 2026 and 7 October 2026 respectively
"Magnesium Thixomolding"	semi-solid magnesium alloy injection molding
"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
"Shanghai Fanuc"	Shanghai Fanuc Robomachine Co., Ltd.* (上海發那科智能機械有限公司), a limited liability company incorporated in the PRC, which is in turn owned by FANUC Corp. and Shanghai Electric Automation (holding 51% and 49% of the equity interest of Shanghai Fanuc respectively). Shanghai Fanuc has authorised Vendor B to act as its authorized sales agent of FANUC in the PRC

"Shanghai Electric Automation"	Shanghai Electric Automation Group Co., Ltd.* (上海電氣自動化集團有限公司), a limited liability company incorporated in the PRC, is a 49% shareholder of Shanghai Fanuc and a wholly-owned subsidiary of Shanghai Electric Group Company Limited (上海電氣集團股份有限公司), the shares of which are listed on the Stock Exchange (stock code: 2727)
"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
"Tian Hao"	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
"VAT"	value-added tax
"Vendor A"	Yamazen Corporation (株式會社山善), a limited liability company incorporated in Japan and the shares of which are listed on Tokyo Stock Exchange (stock code: 8051) and an authorized distributor of machine tools products manufactured by Brother
"Vendor B"	Dong Guan Fortune International Limited (東莞市福川貿易有限公司), a limited liability company incorporated in the PRC and an authorized sales agent of Shanghai Fanuc

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

Hong Kong, 24 November 2026

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HKD and JPY into HKD are calculated at the approximate exchange rate of RMB1.00 to HKD1.175 and JPY1.00 to HKD0.05, respectively. 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*