
LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter of recommendations, prepared for the purpose of incorporation in the circular, from the Independent Board Committee to the Independent Shareholders regarding the Mutual Technical Services Agreement and the Parts and Components Supply Agreement and the annual caps of the transactions contemplated thereunder.



京西重工國際有限公司
BEIJINGWEST INDUSTRIES INTERNATIONAL LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2339)

4 December 2025

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTION

We refer to the circular of the Company to the Shareholders dated 4 December 2025 (the “Circular”), of which this letter forms part. Unless the context requires otherwise, capitalized terms used in this letter will have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders on whether the terms and the annual caps of the Mutual Technical Services Agreement and the Parts and Components Supply Agreement are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Group and the Shareholders as a whole.

We wish to draw your attention to the letter of advice from Rainbow Capital as set out on pages 20 to 32 of the Circular and the letter from the Board as set out on pages 4 to 17 of the Circular.

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Having considered the terms of the Mutual Technical Services Agreement and the Parts and Components Supply Agreement, the advice given by Rainbow Capital and the principal factors and reasons taken into consideration by them in arriving at their advice, the terms of the Mutual Technical Services Agreement and the Parts and Components Supply Agreement and the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole. In addition, the basis for determining the proposed annual caps for the Mutual Technical Services Agreement and the Parts and Components Supply Agreement is fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution at the EGM to approve the Mutual Technical Services Agreement and the Parts and Components Supply Agreement, the transactions contemplated thereunder and the proposed annual caps.

Yours faithfully,
For and on behalf of
The Independent Board Committee of
BeijingWest Industries International Limited

Mr. Wong Foreky
*Independent Non-executive
Director*



Mr. Lo, Gordon
*Independent Non-executive
Director*

Ms. Peng Fan
*Independent Non-executive
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