
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 terms of the Mutual Technical Services Agreement and the Parts and Components Supply Agreement as well as the cap amounts of the transactions contemplated thereunder.



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

17 November 2022

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company to the Shareholders dated 17 November 2022 (the “**Circular**”), in which this letter forms part. Unless the context requires otherwise, capitalised 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 of the Mutual Technical Services Agreement and the Parts and Components Supply Agreement and the cap amounts of the transactions contemplated thereunder 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 (HK) Limited as set out on pages 22 to 37 of the Circular and the letter from the Board as set out on pages 4 to 19 of the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the terms of the Mutual Technical Services Agreement and the Parts and Components Supply Agreement, the situation of the Company, the factors and reasons considered by Rainbow Capital (HK) Limited and its opinion as stated in its letter of advice, we consider that the terms of the Mutual Technical Services Agreement and the Parts and Components Supply Agreement and the cap amounts of the transactions contemplated thereunder are being carried out on normal commercial terms and in the ordinary and usual course of business of the Company, the terms of which are fair and reasonable so far as the Independent Shareholders are concerned and the transactions are in the interests of the Group and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions proposed to approve the Mutual Technical Services Agreement and the Parts and Components Supply Agreement and the cap amounts of the transactions contemplated thereunder.

Yours faithfully,

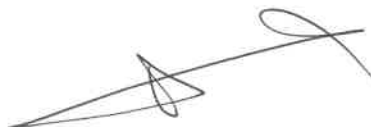
For and on behalf of

The Independent Board Committee of

BeijingWest Industries International Limited

Mr. Tam King Ching, Kenny Mr. Yip Kin Man, Raymond Mr. Chan Pat Lam

Independent Non-executive Directors

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned below the text of the independent non-executive directors.

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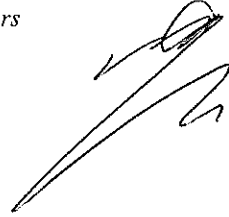
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