

## 关于所提供的信息真实性、准确性和完整性的承诺函

### **Letter of Undertaking Concerning the Truthfulness, Accuracy and Completeness of the Information Provided**

FORESIGHT US BIDCO, INC. 及 FORESIGHT ITALY BIDCO S.P.A. (“本公司”) 拟以现金对价向广东东方精工科技股份有限公司 (“上市公司”) 和 DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A. 购买广东佛斯伯智能设备有限公司、狄伦拿 (广东) 智能装备制造有限公司和 Fosber S.p.A. 的 100% 股权 (“本次交易”)。

FORESIGHT US BIDCO, INC. and FORESIGHT ITALY BIDCO S.P.A. (***Our Company*** or ***We***) proposes to acquire 100% of the equity interests in Guangdong Fosber Intelligent Equipment Co., Ltd., Tiruña (Guangdong) Intelligent Equipment Manufacturing Co., Ltd. and Fosber S.p.A. from GUANGDONG DONGFANG PRECISION SCIENCE & TECHNOLOGY CO., LTD. (the ***Listed Company***) and DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A., for a cash consideration (the ***Transaction***).

本公司现作出如下承诺:

We hereby make the following undertakings:

1、本公司保证本公司及本公司的董事/高级管理人员将及时向上市公司提供本次交易相关资料及信息，并保证在本次交易过程中所提供的资料及信息真实、准确、完整，不存在虚假记载、误导性陈述或者重大遗漏。如因提供的资料及/或信息存在虚假记载、误导性陈述或者重大遗漏，给上市公司或者投资者造成损失的，将依法承担赔偿责任。

We undertake that we and our directors/senior management will provide the Listed Company in a timely manner with all documents and information relating to the Transaction and warrant that all documents and information so provided during the Transaction are true, accurate and complete, and absent from false statements, misleading statements or material omissions. Should any such documents and/or information contain false statements, misleading statements or material omissions that

cause loss to the Listed Company or its investors, we shall be liable for compensation in accordance with relevant laws.

2、本公司保证本公司及本公司的董事/高级管理人员向参与本次交易的各中介机构所提供的资料及信息均为真实、准确、完整的，所提供的资料均为原始书面资料或副本资料，资料副本或复印件与原始资料或原件一致；前述提供的所有文件的签名、印章均是真实的，该等文件的签署人业经合法授权并有效签署该等文件，不存在任何虚假记载、误导性陈述或重大遗漏。

We warrant that all documents and information provided by us and our directors/senior management to each intermediary involved in the Transaction are true, accurate and complete; that all documents supplied are original written documents or true and complete copies thereof; and that the copies or duplicates are identical to the originals. All signatures and seals on the documents so provided are genuine, and the signatories have been duly authorized to execute such documents, which contain no false statements, misleading statements or material omissions.

3、根据本次交易的进程，本公司及本公司的董事/高级管理人员将依照法律、法规、规章、中国证券监督管理委员会和深圳证券交易所的有关规定，及时提供相关信息和资料，并保证继续提供的信息和资料仍然符合真实、准确、完整、有效的要求。

As the Transaction progresses, we and our directors/senior management will, in accordance with applicable laws, regulations, rules and the relevant provisions of the China Securities Regulatory Commission and the Shenzhen Stock Exchange, promptly provide further information and documents and undertakes that any further information and documents will continue to satisfy the requirements of truthfulness, accuracy, completeness and validity.

4、如违反上述承诺，本公司将依法承担法律责任。

Should we breach any of the foregoing undertakings, we will bear legal liability in accordance with relevant laws.

(以下无正文，下接签署页)

(The remainder of this page is intentionally left blank. Signature page follows.)

(本页无正文，为《关于所提供的信息真实性、准确性和完整性的承诺函》的签署页)

(Signature page of the Letter of Undertaking Concerning the Truthfulness, Accuracy and Completeness of the Information Provided)

承诺方： FORESIGHT US BIDCO, INC.

Undertaking Party:

授权签字人（签字）: \_\_\_\_\_

Authorized Signatory: Kristen Haase

日期: 年 月 日

Date:

(本页无正文，为《关于所提供的信息真实性、准确性和完整性的承诺函》的签署页)

(Signature page of the Letter of Undertaking Concerning the Truthfulness, Accuracy and Completeness of the Information Provided)

承诺方: FORESIGHT ITALY BIDCO S.P.A.

Undertaking Party:

授权签字人 (签字): \_\_\_\_\_

Authorized Signatory: Emilio Nahum

日期: 年 月 日

Date:

## 关于合法合规及诚信情况的承诺函

### **Letter of Undertaking Regarding Compliance with Laws and Integrity**

FORESIGHT US BIDCO, INC.及 FORESIGHT ITALY BIDCO S.P.A. (“本公司”) 拟以现金对价向广东东方精工科技股份有限公司 (“上市公司”) 和 DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A. 购买广东佛斯伯智能设备有限公司、狄伦拿 (广东) 智能装备制造有限公司和 Fosber S.p.A. 的 100% 股权 (“本次交易”)。

FORESIGHT US BIDCO, INC. and FORESIGHT ITALY BIDCO S.P.A. (*Our Company* or *We*) proposes to acquire 100% of the equity interests in Guangdong Fosber Intelligent Equipment Co., Ltd., Tiruña (Guangdong) Intelligent Equipment Manufacturing Co., Ltd. and Fosber S.p.A. from GUANGDONG DONGFANG PRECISION SCIENCE & TECHNOLOGY CO., LTD. (the *Listed Company*) and DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A., for a cash consideration (the *Transaction*).

本公司现作出如下承诺:

We hereby make the following undertakings:

1、本公司系根据注册地法律合法设立并依法有效存续的法律实体，已取得必要批准和授权参与和实施本次交易、签署与本次交易相关的交易文件，具有参与本次交易、签署与本次交易相关的交易文件以及行使和履行前述相关交易文件项下权利义务的合法主体资格。

Our Company is a legal entity duly incorporated and validly existing under the laws of its place of incorporation. We have obtained all necessary approvals and authorizations to participate in and implement this Transaction as well as execute the transaction documents thereof. We have the requisite legal capacity to participate in the Transaction, to execute the transaction documents relating to the Transaction, and to exercise and perform the rights and obligations thereunder.

2、本公司董事、高级管理人员系具有完全民事行为能力及民事权利能力的

自然人，具备和遵守适用法律法规和本公司章程性文件规定的任职资格和义务，且任职均经合法程序产生；前述人员不存在适用法律法规和本公司章程性文件及有关监管部门、兼职单位（如有）所禁止的任职或兼职情形。

The directors or senior management of Our Company are natural persons with full legal capacity for civil acts and civil rights. They possess and comply with the qualifications and obligations stipulated by applicable laws and regulations and Our Company's constitutional documents, and their appointments were made through lawful procedures. None of the aforementioned individuals are subject to any employment or concurrent positions prohibited by applicable laws and regulations, Our Company's constitutional documents, relevant regulatory authorities, or concurrent employment entities (if any).

3、本公司及本公司董事、高级管理人员最近五年不存在受到境内外行政处罚（与证券市场明显无关的除外）、刑事处罚的情形，也不存在与经济纠纷有关的重大民事诉讼或者仲裁的情形。截至本承诺函出具之日，本公司不存在境内外尚未了结的或潜在的重大诉讼、仲裁或行政处罚。

Neither Our Company nor its directors or senior management has, within the last five years, been subject to any administrative penalties (excluding those clearly unrelated to the securities market) or criminal penalties in any jurisdiction, nor has it been involved in any material civil litigation or arbitration relating to economic disputes. As of the date of this letter of undertaking, there are no outstanding or potential material litigation, arbitration, or administrative proceedings in any jurisdiction against Our Company.

4、本公司及本公司董事、高级管理人员最近五年诚信情况良好，不存在未按期偿还大额债务、未履行承诺、被中国证券监督管理机构采取行政监管措施或受到证券交易所纪律处分，或被列入失信联合惩戒对象、失信被执行人名单，或存在严重的证券市场失信行为的情况。

During the last five years, Our Company and its directors and senior management have maintained a good record of integrity and have not: failed to repay any material debts when due; failed to perform any undertakings; been subject to any administrative regulatory measures imposed by the China Securities Regulatory Commission or any disciplinary sanctions imposed by any stock exchange; been included in any list of targets for joint credit punishment or dishonest judgment

debtors; or engaged in any other serious dishonest conduct in the securities market.

5、本公司及本公司董事、高级管理人员不存在下列情形：（1）最近一年受到境内外证券交易所公开谴责；（2）因涉嫌犯罪正被境内外司法机关立案侦查或涉嫌违法违规正在被境内外证券监督管理机构立案调查或被其他有权部门调查的情形；（3）因证券违法违规被境内外证券监督管理机构采取认定为不适当人选、限制业务活动、证券市场禁入措施，且该等措施尚未解除；（4）因证券违法违规被境内外证券交易所或其他经合法批准的全国性证券交易场所采取一定期限内不接受其出具的相关文件、公开认定不适合担任上市公司董事、监事、高级管理人员，或者被境内外证券业协会采取认定不适合从事相关业务等相关措施，且该等措施尚未解除；（5）最近三年存在重大违法行为、涉嫌有重大违法行为或者重大行政处罚且情节严重的情形。

None of the following circumstances applies to Our Company or its directors or senior management: (1) having been publicly censured by any domestic or overseas stock exchange within the last year; (2) being under investigation by any domestic or overseas judicial authority for suspected criminal conduct, by any domestic or overseas securities regulatory authority for suspected violations of laws or regulations, or by other competent authorities; (3) having been subject to any measure imposed by any domestic or overseas securities regulatory authority - such as being deemed unsuitable, having business activities restricted, or being banned from the securities market - due to securities-related violations, and such measure has not yet been lifted; (4) having been subject to any measure imposed by any domestic or overseas stock exchange or other duly approved national securities trading venue, such as a temporary ban on accepting documents issued by Our Company, or a public decision that such person is unqualified to serve as a director, supervisor, or senior management member of a listed company, or having been deemed by any domestic or overseas securities association to be unsuitable to engage in relevant matters, and such measure has not yet been lifted; or (5) having been involving major illegal activities, suspected significant major activities, or been subject to material administrative penalties with serious circumstances.

6、如违反上述承诺，将依法承担法律责任。

If any of the above undertakings is breached, we will bear relevant legal liabilities in accordance with applicable laws.

(以下无正文，下接签署页)

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(本页无正文，为《关于合法合规及诚信情况的承诺函》的签署页)  
(Signature page of the Letter of Undertaking Regarding Compliance with Laws and  
Integrity)

承诺方： FORESIGHT US BIDCO, INC.

Undertaking Party:

授权签字人（签字）: \_\_\_\_\_

Authorized Signatory: Kristen Haase

日期: 年 月 日

Date:

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(Signature page of the Letter of Undertaking Regarding Compliance with Laws and  
Integrity)

承诺方： FORESIGHT ITALY BIDCO S.P.A.

Undertaking Party:

授权签字人（签字）: \_\_\_\_\_

Authorized Signatory: Emilio Nahum

日期: 年 月 日

Date:

关于本次重大资产出售相关的保密措施和不存在内幕交易情形的声  
明

**Statement Regarding Confidentiality Measures and the Absence of  
Insider Trading in Connection with the Proposed Material Asset Sale**

FORESIGHT US BIDCO, INC. 及 FORESIGHT ITALY BIDCO S.P.A.（“本公司”）拟以现金对价向广东东方精工科技股份有限公司（“上市公司”）和 DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A. 购买广东佛斯伯智能设备有限公司、狄伦拿（广东）智能装备制造有限公司和 Fosber S.p.A. 的 100% 股权（“本次交易”）。

FORESIGHT US BIDCO, INC. and FORESIGHT ITALY BIDCO S.P.A. (*Our Company* or *We*) proposes to acquire 100% of the equity interests in Guangdong Fosber Intelligent Equipment Co., Ltd., Tiruña (Guangdong) Intelligent Equipment Manufacturing Co., Ltd. and Fosber S.p.A. from GUANGDONG DONGFANG PRECISION SCIENCE & TECHNOLOGY CO., LTD. (the *Listed Company*) and DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A., for a cash consideration (the *Transaction*).

本公司现作出如下声明及承诺：

We hereby make the following statements and undertakings:

1、本公司及本公司的董事、监事、高级管理人员、控股股东、实际控制人，以及前述主体控制的企业均不存在因涉嫌与本次交易相关的内幕交易被立案调查或立案侦查、最近三十六个月内不存在因与重大资产重组相关的内幕交易被中国证券监督管理委员会作出行政处罚或者司法机关依法追究刑事责任的情形。

Neither our Company nor its directors, supervisors, senior management, controlling shareholders, ultimate controllers, nor any enterprises controlled by the aforementioned parties, are or have been under investigation or subject to formal case filing for suspected insider trading related to the Transaction. In addition, within the last 36 months, none of the foregoing has been subject to an administrative penalty

imposed by the China Securities Regulatory Commission or to criminal liability pursued by a judicial authority for insider trading in connection with any material asset reorganization.

2、本公司及本公司的董事、监事、高级管理人员、控股股东、实际控制人，以及前述主体控制的企业均不存在违规泄露本次交易的相关内幕信息及违规利用该内幕信息进行内幕交易的情形；本公司保证采取必要措施对本次交易事宜所涉及的资料和信息严格保密。

None of our Company, its directors, supervisors, senior management, controlling shareholders, ultimate controllers, nor any enterprises controlled by the aforementioned parties has unlawfully disclosed or misused any inside information relating to the Transaction. We undertake to take all necessary measures to keep strictly confidential all documents and information relating to the Transaction.

3、本公司及本公司的董事、监事、高级管理人员严格履行了本次交易信息在依法披露前的保密义务，在本次交易中严格控制内幕信息知情人范围，就本次交易采取了充分必要的保密措施。

Our Company and its directors, supervisors, and senior management have strictly fulfilled the confidentiality obligations with respect to the Transaction prior to any public disclosure, strictly limited the scope of persons who have access to inside information, and taken adequate and necessary confidentiality measures for the Transaction.

4、本公司及本公司的董事、监事、高级管理人员高度重视内幕信息管理，配合上市公司严格控制内幕信息知情人范围，填报内幕信息知情人登记表。

Our Company and its directors, supervisors, senior management attach great importance to the management of inside information and has cooperated with the Listed Company to strictly control the scope of insiders, completing and filing the insiders register form.

5、本公司重复多次告知提示相关内幕信息知情人员履行保密义务和责任，在内幕信息公开前，不得买卖上市公司的证券，或者泄露该信息，或者建议他人买卖上市公司证券。

We have repeatedly informed and reminded all relevant insiders of their duty and responsibility to maintain confidentiality; prior to public disclosure of the inside information, they must not trade in the securities of the Listed Company, disclose such information, or advise others to trade in the securities of the Listed Company.

6、如违反上述声明及承诺，将依法承担法律责任。

Should any of the above statements and undertakings be breached, we will bear the corresponding legal liabilities in accordance with relevant laws.

(以下无正文，下接签署页)

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(本页无正文，为《关于本次重大资产出售相关的保密措施和不存在内幕交易  
情形的声明》的签署页)

(Signature page of the Statement Regarding Confidentiality Measures and the  
Absence of Insider Trading in Connection with the Proposed Material Asset Sale)

承诺方： FORESIGHT US BIDCO, INC.

Undertaking Party:

授权签字人（签字）: \_\_\_\_\_

Authorized Signatory: Kristen Haase

日期: 年 月 日

Date:

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Absence of Insider Trading in Connection with the Proposed Material Asset Sale)

承诺方： FORESIGHT ITALY BIDCO S.P.A.

Undertaking Party:

授权签字人（签字）: \_\_\_\_\_

Authorized Signatory: Emilio Nahum

日期: 年 月 日

Date:

## 关于与上市公司不存在关联关系的声明与承诺函

### Statement and Undertaking Regarding No Affiliation with the Listed Company

FORESIGHT US BIDCO, INC.及 FORESIGHT ITALY BIDCO S.P.A.（“本公司”）拟以现金对价向广东东方精工科技股份有限公司（“上市公司”）和 DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A.购买广东佛斯伯智能设备有限公司、狄伦拿（广东）智能装备制造有限公司和 Fosber S.p.A.的 100% 股权（“本次交易”）。

FORESIGHT US BIDCO, INC. and FORESIGHT ITALY BIDCO S.P.A. (*Our Company* or *We*) proposes to acquire 100% of the equity interests in Guangdong Fosber Intelligent Equipment Co., Ltd., Tiruña (Guangdong) Intelligent Equipment Manufacturing Co., Ltd. and Fosber S.p.A. from GUANGDONG DONGFANG PRECISION SCIENCE & TECHNOLOGY CO., LTD. (the *Listed Company*) and DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A., for a cash consideration (the *Transaction*).

本公司现作出如下声明与承诺：

We hereby make the following statements and undertakings:

1、截至本声明与承诺函出具之日，本公司、本公司控制的企业及控制本公司的企业和实体与上市公司及其控股股东、实际控制人、董事、监事、高级管理人员及前述主体控制的企业之间不存在关联关系；本公司未通过任何方式直接或间接持有上市公司股份，亦不存在向上市公司推荐董事、监事、高级管理人员的情况。

As of the date of this statement and undertaking, none of Our Company, any enterprise controlled by Our Company, or the enterprises/entities controlling our company has any affiliation with the Listed Company, its controlling shareholder, de facto controller, directors, supervisors, senior management, or any enterprises controlled by the foregoing. Our Company does not, directly or indirectly, hold any

shares in the Listed Company in any manner, nor has it nominated any directors, supervisors, or senior management personnel of the Listed Company.

2、如上述情况发生任何变化，本公司将及时告知上市公司。

In the event of any change to the foregoing facts, we will promptly notify the Listed Company.

3、本声明与承诺函内容真实、准确、完整，如有虚假记载、误导性陈述或重大遗漏，本公司将承担相应的法律责任。

The contents of this statement and undertaking are true, accurate, and complete. In the event of any false statement, misleading statement, or material omission, we shall bear the corresponding legal liabilities.

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Undertaking Party:

授权签字人（签字）: \_\_\_\_\_

Authorized Signatory: Kristen Haase

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承诺方: FORESIGHT ITALY BIDCO S.P.A.

Undertaking Party:

授权签字人 (签字): \_\_\_\_\_

Authorized Signatory: Emilio Nahum

日期: 年 月 日

Date:

## 关于本次重大资产出售资金来源的承诺

### **Undertaking Regarding the Source of Funds for the Proposed Material Asset Sale**

FORESIGHT US BIDCO, INC.及 FORESIGHT ITALY BIDCO S.P.A. (“本公司”) 拟以现金对价向广东东方精工科技股份有限公司 (“上市公司”) 和 DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A. 购买广东佛斯伯智能设备有限公司、狄伦拿 (广东) 智能装备制造有限公司和 Fosber S.p.A. 的 100% 股权 (“本次交易”)。

FORESIGHT US BIDCO, INC. and FORESIGHT ITALY BIDCO S.P.A. (*Our Company* or *We*) proposes to acquire 100% of the equity interests in Guangdong Fosber Intelligent Equipment Co., Ltd., Tiruña (Guangdong) Intelligent Equipment Manufacturing Co., Ltd. and Fosber S.p.A. from GUANGDONG DONGFANG PRECISION SCIENCE & TECHNOLOGY CO., LTD. (the *Listed Company*) and DONG FANG PRECISION (NETHERLAND) COÖPERATIEF U.A., for a cash consideration (the *Transaction*).

本公司现作出如下说明与承诺:

We hereby make the following statements and undertakings:

1、本公司用于支付本次交易对价的资金 (“收购资金”) 来源于本公司自有资金及/或通过合法方式筹措的资金，收购资金来源合法合规且将及时到位，不存在收购资金直接或间接来源于上市公司的情形，不存在上市公司为本公司就收购资金的相关融资 (如有) 提供担保的情形，不存在其他因收购资金导致的短期内偿债的相关安排，不存在上市公司直接或通过利益相关方向本公司及其出资人提供财务资助或补偿的情形，不存在代其他第三方支付收购资金及持有本次交易所涉标的公司股权的安排。

The funds to be used by Our Company to pay the consideration for the Transaction (*Acquisition Funds*) will be derived from Our Company's own funds and/or funds raised through lawful means. The source of the Acquisition Funds is

lawful, compliant and will be available on a timely basis. The Acquisition Funds do not, directly or indirectly, originate from the Listed Company. The Listed Company does not provide any guarantee or security for any financing (if any) related to the Acquisition Funds. There are no arrangements obliging us to repay any funds in a short term as a result of the Acquisition Funds. Neither the Listed Company nor any party acting in concert with it will provide any financial assistance or compensation, directly or indirectly, to Our Company or its investors. There is no arrangement for any third party to fund the acquisition or to hold equity in the target companies on behalf of or for the benefit of such third party.

2、本公司保证上述内容真实、准确、完整，不存在虚假记载、误导性陈述或重大遗漏。如违反上述说明与承诺，将依法承担法律责任。

We warrant that the above statements are true, accurate and complete and contain no false statements, misleading representations or material omissions. Should we breach any of the above statements and undertakings, we will bear the corresponding legal liabilities in accordance with applicable laws.

(以下无正文，下接签署页)

(The remainder of this page is intentionally left blank. Signature page follows.)

(本页无正文，为《关于本次重大资产出售资金来源的承诺》的签署页)

(Signature page of the Undertaking Regarding the Source of Funds for the Proposed  
Material Asset Sale)

承诺方： FORESIGHT US BIDCO, INC.

Undertaking Party:

授权签字人（签字）: \_\_\_\_\_

Authorized Signatory: Kristen Haase

日期: 年 月 日

Date:

(本页无正文，为《关于本次重大资产出售资金来源的承诺》的签署页)

(Signature page of the Undertaking Regarding the Source of Funds for the Proposed  
Material Asset Sale)

承诺方： FORESIGHT ITALY BIDCO S.P.A.

Undertaking Party:

授权签字人（签字）: \_\_\_\_\_

Authorized Signatory: Emilio Nahum

日期: 年 月 日

Date: