

19 September 2014

Company Announcements
Australian Securities Exchange
Level 2
120 King Street
MELBOURNE VIC 3000

Norton Rose Fulbright Australia
ABN 32 720 868 049
Level 15, RACV Tower
485 Bourke Street
MELBOURNE VIC 3000
AUSTRALIA

Tel +61 3 8686 6000
Fax +61 3 8686 6505
GPO Box 4592, Melbourne VIC 3001
DX 445 Melbourne
nortonrosefulbright.com

Direct line
+61 3 8686 6710

Email
james.stewart@nortonrosefulbright.com

Our reference:
2813782

Dear Sir/Madam

Takeover offer by Transcendent Resources Limited for Roc Oil Company Limited – First Supplementary Bidder’s Statement

We act for a wholly owned subsidiary of Fosun International Limited, Transcendent Resources Limited (**Fosun**) in relation to its off-market takeover bid for all of the ordinary shares in Roc Oil Company Limited (**ROC**) (**Offer**).

On behalf of Fosun and in accordance with subsection 647(3)(b) of the *Corporations Act 2001* (Cth), we **enclose** a copy of the first supplementary bidder’s statement of Fosun, dated 19 September 2014 (**First Supplementary Bidder’s Statement**), which supplements Fosun’s original bidder’s statement dated 11 September 2014.

A copy of the First Supplementary Bidder’s Statement has been lodged with the Australian Securities and Investments Commission and will be sent to ROC today.

Yours faithfully



James Stewart
Partner
Norton Rose Fulbright Australia

Encl.

APAC-#24246473-v1

First Supplementary Bidder's Statement

1 Introduction

1.1 Supplementary Bidder's Statement

This document is a supplementary bidder's statement given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) in compliance with the requirements of section 643 of the Corporations Act by Transcendent Resources Limited (**Fosun**), a wholly-owned Subsidiary of Fosun International Limited, in relation to its off-market takeover offer to acquire all of the ordinary shares in Roc Oil Company Limited ABN 32 075 965 856 (**ROC**).

It is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by Fosun to the bidder's statement dated 11 September 2014 issued by Fosun (**Original Bidder's Statement**). This First Supplementary Bidder's Statement supplements and is to be read together with the Original Bidder's Statement. This document prevails in the event of any inconsistency with the Original Bidder's Statement.

1.2 Important notices

A copy of this First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 19 September 2014. Neither ASIC nor its officers take any responsibility for the contents of this First Supplementary Bidder's Statement.

1.3 Defined terms and interpretation

Unless the context otherwise requires, capitalised terms in this First Supplementary Bidder's Statement have the same meaning given to them in section 13.1 of the Original Bidder's Statement. The rules of interpretation set out in section 13.2 of the Original Bidder's Statement also apply to this First Supplementary Bidder's Statement, unless the context otherwise requires.

2 Institutional Acceptance Facility

2.1 Establishment of IAF

Fosun has established an institutional acceptance facility (**IAF**) open to professional investors (as defined in section 9 of the Corporations Act) that hold or beneficially own at least 724,638 ROC Shares (at least A\$500,000 worth of ROC shares based on the consideration payable under the Offer) (**Eligible Institutional Investors**) in order to facilitate receipt of acceptances of the Offer. Investors who are not Eligible Institutional Investors cannot participate in the IAF.

The IAF has been established to enable Eligible Institutional Investors to indicate their intentions to accept the Offer before the Offer is or becomes unconditional, as Fosun understands that some of these shareholders may be unwilling or unable to accept the Offer until the Offer becomes or is declared unconditional.

The operator of the IAF is Computershare Clearing Pty Limited ACN 063 826 228 (**IAF Operator**).

2.2 Operation of the IAF

Eligible Institutional Shareholders may demonstrate their intention to accept the Offer by lodging with the IAF Operator a duly completed and executed Appointment of Facility Operator Form, and either:

- (1) where the Eligible Institutional Shareholder is recorded as the holder of ROC Shares, lodging with the IAF Operator an executed Transfer and Acceptance Form (**Acceptance Form**); or
- (2) where the Eligible Institutional Shareholder holds ROC Shares through a custodian as a beneficial holder, directing their custodian to lodge with the IAF Operator an executed Custodian Direction Form (**Custodian Direction**),

to accept the Offer in respect of some or all of their ROC Shares (provided the acceptance is for at least 724,638 ROC Shares). In this First Supplementary Bidder's Statement, **Acceptance Instructions** refers to the Acceptance Form or Custodian Direction, as applicable.

By submitting the Acceptance Instructions, an Eligible Institutional Shareholder appoints the IAF Operator to hold the Acceptance Instructions as collection agent only and subject to a bare trust.

Pursuant to ASIC Class Order CO13/520 and pursuant to the terms of appointment of the IAF Operator contained in the Acceptance Instructions, Fosun will not acquire a Relevant Interest in any ROC Shares through the receipt by the IAF Operator of an Acceptance Instruction, because the IAF has been established on the basis that it fulfils the requirements of subsection 609(8A) as inserted by CO13/520.

When the IAF Operator receives written confirmation from Fosun (**Confirmation Notice**) stating that:

- (1) the Offer is free from all the Conditions (as set out in section 12.5 of the Original Bidder's Statement); or
- (2) the Offer will be, or Fosun will declare the Offer, free from all Conditions no later than the time that all Acceptance Instructions lodged with the IAF Operator are processed,

each Eligible Institutional Shareholder who has accepted the Offer by submitting an Acceptance Instruction is deemed to have directed the IAF Operator to deliver and the IAF Operator must deliver:

- (1) the Acceptance Forms to Computershare Investor Services Pty Ltd (Fosun's share registrar); or
- (2) the Custodian Directions to the relevant custodian.

Fosun reserves the right to free the Offer from all Conditions and deliver the Confirmation Notice to the IAF Operator at any time before the end of the Offer Period (subject to the Corporations Act, the Bid Implementation Agreement, or in the case of the Condition set out in section 12.5(3) of the Original Bidder's Statement (Prescribed Occurrences), until the

end of the third business day after the end of the Offer Period), irrespective of the number of acceptances held by Fosun or the number of Acceptance Instructions held by the IAF Operator.

Eligible Institutional Investors may withdraw their Acceptance Instructions at any time prior to the IAF Operator receiving the Confirmation Notice from Fosun. Until the IAF Operator receives the Confirmation Notice, Eligible Institutional Shareholders will retain all rights in relation to their ROC Shares. Upon receipt of written notification from an Eligible Institutional Investor, the IAF Operator must return the Acceptance Instruction submitted by the Eligible Institutional Investor.

A copy of the Appointment of Facility Operator Form setting out the terms of appointment of the IAF Operator, together with the Acceptance Instructions will be provided to each Eligible Institutional Investor by the IAF Operator. Eligible Institutional Investors who require further information may contact the IAF Operator by email to custodians@computershare.com.au, or phone on 1800 095 862 (callers within Australia) and +61 3 9415 5401 (callers outside Australia).

2.3 Disclosure of acceptances through the IAF

Pursuant to ASIC class order CO13/520, for every movement of at least 1% in the aggregate level of Fosun's voting power during the Offer Period, Fosun will announce to the ASX by 9.30am on the next trading day after the movement a notice setting out the aggregate number and percentage of ROC Shares:

- (1) in which Fosun has a relevant interest; and
 - (2) which are the subject of Acceptance Instructions,
- and a breakdown between the two categories (1) and (2).

3 Authorisation

This First Supplemental Bidder's Statement has been approved by a resolution passed by the Director of Fosun.

4 Date

This First Supplementary Bidder's Statement is dated 19 September 2014 which is the date it was lodged with ASIC.

Signed for and on behalf of the director of Transcendent Resources Limited, Mr Xuetang Qin, under power of attorney



James Stewart
Transcendent Resources Limited