

28 October 2014

Company Announcements
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Our reference:
2813782

Dear Sir/Madam

Takeover offer by Transcendent Resources Limited for Roc Oil Company Limited – Third 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 third supplementary bidder’s statement of Fosun, dated 28 October 2014 (**Third Supplementary Bidder’s Statement**), which supplements Fosun’s original bidder’s statement dated 11 September 2014 as supplemented by Fosun’s first supplementary bidder’s statement dated 19 September 2014 and Fosun’s second supplementary bidder’s statement dated 20 October 2014.

A copy of the Third 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-#24612230-v1

Third 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 third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) issued by Fosun to the bidder's statement dated 11 September 2014 issued by Fosun (**Original Bidder's Statement**). This Third Supplementary Bidder's Statement supplements and is to be read together with the Original Bidder's Statement as supplemented by the first supplementary bidder's statement dated 19 September 2014 and the second supplementary bidder's statement dated 20 October 2014. This document prevails in the event of any inconsistency with the Original Bidder's Statement.

1.2 Important notices

A copy of this Third Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 28 October 2014. Neither ASIC nor its officers take any responsibility for the contents of this Third Supplementary Bidder's Statement.

1.3 Defined terms and interpretation

Unless the context otherwise requires, capitalised terms in this Third 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 Third Supplementary Bidder's Statement, unless the context otherwise requires.

2 Board structure

2.1 Original Bidder's Statement

In section 7 of the Original Bidder's Statement, Fosun stated that the ROC board structure and identity of Fosun's nominees to the ROC board following completion of the Offer had not yet been determined, and would depend upon the relevant circumstances at the time. Fosun stated in section 7.6(2) of the Original Bidder's Statement that if Fosun acquired control of ROC, but did not compulsorily acquire the outstanding ROC Shares, its intention was to replace some of the Directors of ROC with Fosun nominee directors, to reflect Fosun's ownership interest in ROC.

2.2 Fosun nominees to the ROC board and board structure

Fosun has now determined to nominate the following person to be appointed as non-executive director of ROC, with the appointment to take effect on 28 October 2014:

(1) Mr Bin ZHAO

Mr Bin ZHAO has been the President of Fosun Energy Group since 2011. Prior to this time Mr Zhao held senior positions with Shanxi Power and Shanxi Jinneng Corporation, among others. Mr Zhao is a senior economist and engineer, and an adjunct professor at Shanxi University of Finance.

Under clause 3.1 of the Bid Implementation Agreement between Fosun and ROC dated 4 August 2014, ROC is required to use its best endeavours to procure the resignation and appointment of ROC directors such that a majority of the ROC Board are directors nominated in writing by Fosun.

Fosun intends that all current ROC directors will remain as directors of ROC for the time being. Fosun intends to appoint additional directors to the ROC Board on or around 14 November 2014 and at that time certain directors of ROC may stand down.

Fosun will review the structure and membership of the ROC board again once the Offer closes and the outcome of the Offer has been finally determined.

3 Authorisation

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

4 Date

This Third Supplementary Bidder's Statement is dated 28 October 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