

10 November 2014

Company Announcements  
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**Our reference:**  
2813782

Dear Sir/Madam

**Takeover offer by Transcendent Resources Limited for Roc Oil Company Limited – Fourth 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 fourth supplementary bidder’s statement of Fosun, dated 10 November 2014 (**Fourth 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, Fosun’s second supplementary bidder’s statement dated 20 October 2014 and Fosun’s third supplementary bidder’s statement dated 28 October 2014.

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

Yours faithfully



Shane Bilardi  
Partner  
Norton Rose Fulbright Australia

Encl.

APAC-#24764820-v7

## Fourth 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 fourth supplementary bidder's statement (**Fourth Supplementary Bidder's Statement**) issued by Fosun to the bidder's statement dated 11 September 2014 issued by Fosun (**Original Bidder's Statement**). This Fourth 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, the second supplementary bidder's statement dated 20 October 2014 and the third supplementary bidder's statement dated 28 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 Fourth Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 10 November 2014. Neither ASIC nor its officers take any responsibility for the contents of this Fourth Supplementary Bidder's Statement.

#### 1.3 Defined terms and interpretation

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

## 2 Fosun nominees to the ROC board

As set out in the third supplementary bidder's statement, Fosun nominated Mr. Bin ZHAO to be appointed as a non-executive director of ROC. The appointment took effect on 28 October 2014.

Fosun has now determined to nominate the following persons to be appointed as additional non-executive directors of ROC, being:

(1) Dr. Yuanlin JIANG

Dr. Jiang is a managing director of Fosun Energy Group of Fosun group. He leads Fosun group's North American energy sector acquisition business and provides strategic advice to Fosun group's global oil and gas acquisition and management

arm. Dr. Jiang is familiar with the petroleum industry in the U.S., Mexico, and China.

Before joining Fosun group, Dr. Jiang worked in a variety of roles in QRI International. His last role was leading a large multi-discipline advisory team and guiding the development of the giant Ku-Maloob-Zaap field in Mexico. Prior to that, Mr. Jiang worked for BP and served in senior technical roles in a number of offshore and unconventional assets.

Dr. Jiang holds a Ph.D. and a Masters in Petroleum Engineering, both from Stanford University. He also holds a bachelor degree in fluid mechanics from the University of Science and Technology of China. Dr. Jiang has been a member of the Society of Petroleum Engineers since 2002.

(2) Mr. Yao XU

Mr. Yao XU has been the General Manager of International Legal Department of Fosun group since 2014. Mr. Xu joined Fosun group in 2010. Prior to this, Mr. Xu was an associate of a top tier US law firm. Mr. Xu is a senior legal expert specialising in international transactions, and is registered as a lawyer in the State of New York, U.S.

(3) Mr. Qunbin WANG

Information about Mr. Wang's qualifications and experience is set out in section 5.4 of the Original Bidder's Statement.

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.

As set out in section 7 of the Original Bidder's Statement, 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 Fourth Supplemental Bidder's Statement has been approved by a resolution passed by the Director of Fosun.

### **4 Date**

This Fourth Supplementary Bidder's Statement is dated 10 November 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

A handwritten signature in black ink, appearing to read 'S Bilardi', with a stylized flourish at the end.

Shane Bilardi  
Transcendent Resources Limited