

20 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 – Second 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 second supplementary bidder’s statement of Fosun, dated 20 October 2014 (**Second 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.

A copy of the Second 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-#24617431-v1

## Second 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 (**Fosun International**), 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 second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) issued by Fosun to the bidder's statement dated 11 September 2014 issued by Fosun (**Original Bidder's Statement**) and supplemented by the first supplementary bidder's statement dated 19 September 2014 (**First Supplementary Bidder's Statement**). This Second 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. This document prevails in the event of any inconsistency with the Original Bidder's Statement and the First Supplementary Bidder's Statement.

#### 1.2 Important notices

A copy of this Second Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 20 October 2014. Neither ASIC nor its officers take any responsibility for the contents of this Second Supplementary Bidder's Statement.

#### 1.3 Defined terms and interpretation

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

### 2 Announcement to the Hong Kong Stock Exchange

Fosun International has released the announcement in relation to the Offer set out at Annexure A to this Second Supplementary Bidder's Statement to The Stock Exchange of Hong Kong Limited.

### 3 Authorisation

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

**4 Date**

This Second Supplementary Bidder's Statement is dated 20 October 2014 which is the date it was lodged with ASIC.

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



James Stewart  
Transcendent Resources Limited

**Annexure A – Announcement to The Stock Exchange of Hong Kong Limited**

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**FOSUN 复星**  
**復星國際有限公司**  
**FOSUN INTERNATIONAL LIMITED**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 00656)**

**PROGRESS UPDATE ANNOUNCEMENT  
ON  
DISCLOSEABLE TRANSACTION  
IN RELATION TO  
ENTRY INTO BID IMPLEMENTATION AGREEMENT AND  
CONDITIONAL TAKEOVER BID FOR  
ALL THE ISSUED SHARES OF ROC OIL COMPANY LIMITED  
AND  
OFFER IS UNCONDITIONAL**

**OFFER IS NOW UNCONDITIONAL AND ACCEPTANCES ARE OVER 50%**

The Board is pleased to announce that on 20 October 2014, Transcendent Resources waived all remaining conditions to the Offer, and the Offer is now unconditional. Transcendent Resources' current relevant interest and voting power in ROC is 50.79 %.

Reference is made to the announcement of Fosun International Limited (the “**Company**”) dated 4 August 2014 (the “**Announcement**”). Capitalized terms used in this announcement have the same meanings as defined in the Announcement, unless the context requires otherwise. As noted in the Announcement, the Company and ROC entered into the Bid Implementation Agreement on 4 August 2014 to implement the Proposed Transaction. The Proposed Transaction involves Transcendent Resources Limited, a wholly-owned subsidiary of the Company (“**Transcendent Resources**”), making a conditional cash takeover offer for all of the ROC Shares on issue as at the Record Date for the Offer Price of AUD0.69 per ROC Share.

## **INTRODUCTION**

On 4 August 2014, the Company made the Announcement that the Company and ROC entered into the Bid Implementation Agreement to implement the Proposed Transaction (that is, the Company, or a subsidiary of the Company, making a conditional cash takeover offer for all of the ROC Shares on issue as at the Record Date).

On 11 September 2014, Transcendent Resources issued the Bidder's Statement. Transcendent Resources' Offer opened on 15 September 2014, and the closing date for the Offer is 14 November 2014 (which may be extended by Transcendent Resources in accordance with the Corporations Act).

## **OFFER IS UNCONDITIONAL**

The Offer was subject to certain conditions, which are described in detail in the Announcement.

The Board is pleased to announce that all conditions to the Offer have been satisfied or otherwise waived, and the Offer is now unconditional.

## **CURRENT LEVEL OF ACCEPTANCES**

As the Offer has been declared unconditional, Transcendent Resources now has a relevant interest and voting power in the ROC Shares that were tendered into the institutional acceptance facility and its voting power in ROC is 50.79%.

ROC's largest shareholder, Allan Gray Australia Pty Ltd, who held approximately 18.9% of the ROC Shares, has accepted the Offer. Each of ROC's directors has also accepted the Offer in respect of all ROC Shares they own or control.

## **TOTAL CONSIDERATION CURRENTLY PAYABLE**

At the Offer Price of AUD0.69 per ROC Share, the total amount of consideration payable by Transcendent Resources in respect of ROC Shares which have been accepted into the Offer as at 7:00pm (Sydney time) on 17 October 2014 (that is, 50.79 % of all ROC Shares on issue) is approximately AUD241 million.

Transcendent Resources will pay ROC shareholders who have already accepted the Offer on or before 20 November 2014.

## **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to the Proposed Transaction exceeds 5% and is less than 25%, the Proposed Transaction constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to notification and announcement requirements under the Listing Rules.

By Order of the Board  
**Fosun International Limited**  
**Guo Guangchang**  
*Chairman*

Shanghai, the PRC, 20 October 2014

*As at the date of this announcement, the executive directors of the Company are Mr. Guo Guangchang, Mr. Liang Xinjun, Mr. Wang Qunbin, Mr. Ding Guoqi, Mr. Qin Xuetao and Mr. Wu Ping; the non-executive director is Mr. Fan Wei; and the independent non-executive directors are Mr. Zhang Shengman, Mr. Zhang Huaqiao and Mr. David T. Zhang.*