

12 December 2014

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Our reference:
2813782

Dear Sir/Madam

Takeover bid by Transcendent Resources Limited for all of the ordinary shares in Roc Oil Company Limited – Compulsory acquisition following takeover bid

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 section 661B(1)(d) of the *Corporations Act 2001* (Cth), we enclose:

- (1) Australian Securities and Investments Commission Form 6021 – Notice of compulsory acquisition following takeover bid; and
- (2) covering letter to ROC shareholders,

relating to the compulsory acquisition of ROC shares in respect of which acceptances of Fosun's Offer have not been received, which Fosun has lodged with ASIC and will commence sending to each of the relevant ROC shareholders today.

If you have any queries regarding this matter, please contact me on the details provided in this letter.

Yours faithfully



James Stewart
Partner
Norton Rose Fulbright Australia

Encl.

APAC-#24960041-v1

12 December 2014

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear ROC Shareholder

Takeover bid by Transcendent Resources Limited for all of the ordinary shares in Roc Oil Company Limited – Compulsory Acquisition

As you will be aware, Transcendent Resources Limited (**Fosun**), a wholly owned subsidiary of Fosun International Limited, made an off-market takeover bid for all the issued shares in Roc Oil Company Limited (**ROC**) (**Offer**). The Offer has now closed.

Fosun now holds a relevant interest in more than 90% of the shares in ROC. According to Fosun's records, it did not receive an acceptance from you before the time of closing of its Offer and is therefore entitled under section 661A(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to compulsorily acquire your shares in ROC for the consideration offered under the Offer, being \$0.69 for each ROC share.

The **enclosed** notice sets out the information required by the Corporations Act for the compulsory acquisition to proceed. Similar notices are being sent to all other remaining ROC shareholders that did not accept Fosun's Offer.

On completion of the compulsory acquisition process, you will be given a notice which will advise how you may claim your consideration. Subject to the Corporations Act, this notice will be sent in 4 to 6 weeks at the earliest.

Yours sincerely



Mr Xuetang Qin
Sole Director of Transcendent Resources Limited

Encl.

Australian Securities & Investments Commission

Notice of compulsory acquisition following takeover bid



Notice

To each holder of:

Description of class of securities to which the bid relates

Ordinary shares

('Bid Class Securities')

Name of target company or body

in

Name ('the Company')

Roc Oil Company Limited

ACN/ARBN/ARSN

075 965 856

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Transcendent Resources Limited

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

- closed
- are scheduled to close

Date offers closed or are scheduled to close

on

Date

1 4 / 1 1 / 1 4
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

- 661A(1)
- 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

Date of lodgement

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

/ /
 [D] [D] [M] [M] [Y] [Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms

N/A

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

N/A

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

James Stewart

Capacity

Attorney

Signature



Date signed

/ /
 [D] [D] [M] [M] [Y] [Y]