

Frequently asked questions

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This section 1 answers some frequently asked questions about the Offer. It is not intended to address all relevant issues for ROC Shareholders. This section should be read together with all other parts of this Target's Statement and also the Bidder's Statement.

Question	Answer
What is Fosun's Offer for my ROC Shares?	Fosun is offering \$0.69 in cash for each ROC Share held by you at the Record Date. You may accept the Offer in respect of all or any number of the ROC Shares that you hold.
What choices do I have as a ROC Shareholder?	<p>As a ROC Shareholder, you have the following choices in respect of your ROC Shares:</p> <ul style="list-style-type: none"> – accept the Offer for some or all of your ROC Shares; – sell some or all of your ROC Shares on the ASX (unless you have previously accepted the Offer and you have not validly withdrawn your acceptance); or – do nothing. <p>There are several implications in relation to each of the above choices. A summary of these implications is set out in section 5.3 of this Target's Statement.</p>
What are the ROC Directors recommending?	<p>Your ROC Directors unanimously recommend that you accept the Offer in the absence of a Superior Proposal.</p> <p>Your ROC Directors' reasons for their recommendation are set out in section 2.2 of this Target's Statement.</p> <p>You are encouraged to read all of this Target's Statement (including section 5 which sets out various important matters for ROC Shareholders to consider).</p> <p>If there is a change in the ROC Directors' recommendation or any material developments in relation to the Offer, ROC will lodge a supplementary target's statement.</p>
What do the ROC Directors intend to do with their own ROC Shares?	Each ROC Director intends to accept the Offer in respect of the ROC Shares that they own or control, in the absence of a Superior Proposal.
How do I accept the Offer?	Details of how to accept the Offer are set out in section 12.3 of the Bidder's Statement.
When does the Offer close?	<p>The Offer is presently scheduled to close at 7.00pm (Sydney time) on 15 October 2014, but the Offer Period can be extended in certain circumstances.</p> <p>You should not assume that the Offer Period will be extended.</p> <p>(See section 6.6 of this Target's Statement for details of the circumstances in which the Offer Period can be extended.)</p>
When will I be sent my cash consideration (that is, payment) if I accept the Offer?	<p>If you accept the Offer, you will have to wait for the Offer to become or be declared unconditional before you will be sent your cash consideration (that is, payment) for each ROC Share in respect of which you have accepted the Offer from Fosun.</p> <p>In the usual case, you will be sent your consideration (that is, the payment) for each ROC Share in respect of which you have accepted the Offer on or before the later of:</p> <ul style="list-style-type: none"> – one month after the date the Offer becomes or is declared wholly unconditional; and – one month after the date you accept the Offer if the Offer is, at the time of acceptance, wholly unconditional, <p>but in any event (assuming the Offer becomes or is declared wholly unconditional), no later than 21 days after the end of the Offer Period.</p> <p>(See section 6.10 of this Target's Statement for further details on when you will be sent your cash consideration (that is, payment) for each ROC Share in respect of which you have accepted the Offer.)</p>

Question	Answer
What are the consequences of accepting the Offer now?	<p>If you accept the Offer, unless withdrawal rights are available (see below), you will give up your right to sell your ROC Shares on the ASX or otherwise deal with your ROC Shares while the Offer remains open.</p> <p>Importantly, if you accept the Offer, you will be unable to withdraw your acceptance and accept a Superior Proposal if one emerges, except in certain limited circumstances (set out immediately below and in section 6.9 of this Target's Statement).</p>
If I accept the Offer, can I withdraw my acceptance?	<p>You may only withdraw your acceptance if, after you have accepted the Offer and the Offer remains conditional, Fosun varies the Offer in a way that postpones the time when Fosun is required to satisfy its obligations by more than one month, or if any of the conditions of the Offer have not been fulfilled or freed before the end of the Offer Period.</p> <p>(See section 6.9 of this Target's Statement for further details.)</p>
What are the outstanding conditions to the Offer?	<p>The Offer is subject to the conditions set out in section 12.5 of the Bidder's Statement. In summary, the conditions to the Offer are:</p> <ol style="list-style-type: none"> 1. Fosun acquiring a Relevant Interest in more than 50% of the ROC Shares; 2. there is no material adverse change in relation to ROC until 5.00pm (Sydney time) on 19 October 2014; 3. there are no Prescribed Occurrences; 4. until 5.00pm (Sydney time) on 19 October 2014, it is not announced or becomes known to Fosun or ROC that there is information that was announced by ROC to ASX prior to 4 August 2014 that is, or is likely to be, materially incorrect, untrue or misleading such that Fosun might reasonably be expected to have not proceeded with the Takeover Bid or proceeded on materially different terms; and 5. there is no conduct of ROC's business outside the ordinary course until 5.00pm (Sydney time) on 19 October 2014. <p>(See section 6.2 of this Target's Statement for further details.)</p>
Has Fosun agreed to free any or all of the outstanding conditions set out in section 6.2(a) of this Target's Statement in any circumstances?	<p>Yes. Fosun has agreed to free all of the outstanding conditions to the Offer outlined in section 6.2(a) of this Target's Statement within two Business Days after the date on which the 50% Minimum Acceptance Condition has been fulfilled or freed unless any of the conditions to the Offer have been or are reasonably likely to be breached or have otherwise become or are reasonably likely to become incapable of satisfaction.</p>
What happens if the conditions of the Offer are not satisfied or waived?	<p>If any of the conditions are not fulfilled or freed before the Offer closes, the Offer will lapse. You would then be free to deal with your ROC Shares even if you had accepted the Offer in respect of those ROC Shares.</p>
What was the Horizon Merger?	<p>On 29 April 2014, ROC agreed to implement a merger with Horizon under which ROC would acquire all of the Horizon Shares on issue by way of a members' scheme of arrangement under Part 5.1 of the Corporations Act between Horizon and its shareholders (Horizon Scheme). Under the Horizon Scheme, Horizon Shareholders would have been entitled to receive 0.724 new ROC Shares for each Horizon Share held by them at the record date for the Horizon Scheme in accordance with the terms of the Horizon Scheme.</p> <p>The Horizon Merger has now been terminated (see below).</p>
What is the current status of the Horizon Merger?	<p>The Horizon MID was terminated on 5 August 2014 and the Horizon Scheme will not proceed.</p>
What is the status of the Horizon Merger Condition?	<p>The Horizon Merger Condition has been withdrawn by Fosun and is no longer a condition to the Offer.</p> <p>(See section 6.2(b) of this Target's Statement for further details.)</p>

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What is the status of the FIRB Condition?	<p>The FIRB Condition has been withdrawn by Fosun and is no longer a condition to the Offer.</p> <p>(See section 6.2(c) of this Target's Statement for further details.)</p>
Can Fosun withdraw the Offer?	<p>As noted above, if the conditions to the Offer are not fulfilled or freed, the Offer may lapse. In general terms, Fosun may not otherwise withdraw the Offer.</p> <p>(See section 6.7 of this Target's Statement for further details.)</p>
What will happen to the price of ROC Shares if the Offer is withdrawn or lapses before Fosun acquires 100% of the Relevant Interest in the ROC Shares?	<p>If the Offer is withdrawn or lapses before Fosun acquires a Relevant Interest in 100% of the ROC Shares (and no Superior Proposal is received by ROC), your ROC Directors believe that ROC's share price may fall to levels significantly below the Offer Price.</p>
What are the tax implications of accepting the Offer?	<p>A general outline of the tax implications of accepting the Offer is set out in section 10 of the Bidder's Statement.</p> <p>As the outline in the Bidder's Statement is a general outline only, ROC Shareholders are encouraged to seek their own specific professional advice as to the taxation implications applicable to their circumstances.</p>
Does the Offer apply to ROC Options and ROC Rights and if not how will the ROC Options and ROC Rights be treated?	<p>No, the Offer does not apply to the ROC Options and ROC Rights on issue. However, ROC and Fosun have agreed to make separate offers to holders of ROC Options and ROC Rights.</p> <p>(See section 8.6 of this Target's Statement for further details.)</p>
Is there a number that I can call if I have further queries in relation to the Offer?	<p>If you have any further queries in relation to the Offer, you can call 1300 823 159 (toll free for calls made from inside Australia) or +61 2 8022 7902 (for calls made from outside Australia).</p> <p>Any telephone calls to these numbers may be taped, recorded, indexed and stored.</p>