

Notice of Annual Meeting



Notice is given that the Annual Meeting of shareholders of Metlifecare Limited will be held at the Remuera Room, 1st floor, Ellerslie Stand, Ellerslie Event Centre, 80 – 100 Ascot Avenue, Greenlane East, Auckland, on Thursday, 22 October 2009, commencing at 2.00pm.

ORDINARY BUSINESS

Annual Meeting Minutes (Ordinary Resolution)

1. To approve the minutes of the last Annual Meeting held on 23 October 2008.

Chairman's Report, Chief Executive Officer's Outlook Statement and Financial Statements

2. To receive and consider the Chairman's Report, Chief Executive Officer's Outlook Statement, Financial Statements and the Auditors' Report for the year ended 30 June 2009.

Rotation and Election of Directors (Ordinary Resolutions)

3. In accordance with the Company's constitution, Messrs Peter Ross Brown and Darryl Leonard Guihot retire by rotation and being eligible, offer themselves for re-election.

Dr James Charles Alexander MacDonald being appointed during the year by the Board, holds office under the constitution only until the Annual Meeting and being eligible, offers himself for election.

(Refer Directors' Profiles on pages two and three of this Notice.)

Auditors (Ordinary Resolution)

4. To record the automatic re-appointment of the Auditors, PricewaterhouseCoopers and to authorise the Directors to fix their remuneration for the current year.

VOTING BY PROXY

All shareholders entitled to attend and vote at the Annual Meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company. A proxy form is enclosed and, if used, must be lodged at the offices of the Company's Share Registrar, Computershare Investor Services Limited (see proxy form for the address), not less than 48 hours before the time for the holding of the meeting (i.e. before 2.00pm on Tuesday 20 October 2009).

By order of the Board of Directors

A handwritten signature in black ink, appearing to read "K B De Suza".

K.B. De Suza
Company Secretary

21 September 2009

EXPLANATORY NOTE

The items of ordinary business requiring ordinary resolutions require approval by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

Item 1:

Annual Meeting Minutes

A copy of the minutes of the Annual Meeting held on 23 October 2008 is available for inspection at the registered office of the Company and will also be available for inspection at the Annual Meeting.

DIRECTORS' PROFILES



Peter Ross Brown LLB (Hons), B.Com

Peter Brown is Managing Director and Chief Executive Officer of FKP Property Group. He joined the FKP Board as Managing Director in February 2003. He has in excess of 20 years' experience in property, having held senior executive positions in national ASX listed companies.

Peter Brown is not an Independent Director.



Darryl Leonard Guihot LLB (Sydney), BEc (Sydney), FCPA (Aust.)

Darryl Guihot was appointed as Chief Financial Officer of FKP Limited in September 2004. Darryl offers more than 30 years' experience in commerce and investment banking, both in Australia and overseas. He has been a public company CFO since 1991 and his career includes exposure to diverse industries such as property, media, resources and retailing.

Darryl Guihot is not an Independent Director.



Dr James Charles Alexander MacDonald Ph.D, MBA, Grad.Dip.Mgt, FCA

Charles MacDonald was appointed Chief Executive Officer of the Retirement Villages Group on 1 April 2009 after consulting to the Group for nine months. Charles has extensive experience in the development, management and acquisition of retirement villages, having previously been Executive Chairman, Becton Living Retirement Division of Becton Property Group Limited, Executive General Manager, Retirement Division FKP Limited, CEO of Australian Retirement Homes Limited and Executive Director, Forest Place Group Limited.

He has also been Director of the National Board of the Australian Retirement Villages Association and Chairman of the Retirement Village Association Taxation and Government Relations National Committee, Director of Age Care Queensland and Member of the Australian Taxation Office's (ATO) Retirement Village Industry Partnership.

Charles MacDonald is not an Independent Director.

