

Form 1 Regs. 4, 18, 19
(Securities Markets Act 1988)
Substantial Security Holder Notice

Tick the appropriate box(es)

- | | | | |
|-------------------------------------|--|--------------------------|--|
| <input type="checkbox"/> | Notice that a person has become a substantial security holder (section 20(3)) | <input type="checkbox"/> | Notice that a person has ceased to be a substantial security holder (section 21(3)) |
| <input checked="" type="checkbox"/> | Notice of a change in the number of voting securities in which a substantial security holder has a relevant interest (section 21(1)) | <input type="checkbox"/> | Notice of a change in the nature of relevant interest held by a substantial security holder (section 22) |

1.
 Name of public issuer

Name of substantial security holder

Address of substantial security holder

Contact name for queries Telephone number

2. <input type="text" value="66,030,815"/>	<input type="text" value="87,348,541"/>	<input type="text" value="75.59%"/>
Total number of voting securities of the public issuer in which a relevant interest is held	Total number of voting securities issued by public issuer	Total percentage

Class of voting securities

Number of votes attached to each voting security in that class

BENEFICIAL RELEVANT INTERESTS

3.
 Number of voting securities of the class in which a beneficial relevant interest is held

Percentage held at date of THIS notice

Percentage held at date of LAST notice (if any)

NON-BENEFICIAL RELEVANT INTERESTS

Number of voting securities of the class in which a non-beneficial relevant interest is held

Percentage held at date of THIS notice

Percentage held at date of LAST notice (if any)

4. **DETAILS OF EACH RELEVANT INTEREST**

5.
 Name(s) of registered holder(s)

7.
 Date(s) of transaction(s)

Number of voting securities Consideration (expressed

6. **DETAILS OF EACH RELEVANT INTEREST**

Name(s) of registered holder(s)

of
 Provision(s) of section 5 Date(s) of transaction(s)

of
 Number of voting securities Consideration

in NZ\$)

securities

(expressed in NZ\$)

[Empty box for securities description]

Name(s) of registered holder(s)

[Empty box for section 5 provision]

Provision(s) of section 5

[Empty box for transaction date]

Date(s) of transaction(s)

[Empty box for voting securities]

Number of voting securities

[Empty box for consideration]

Consideration (expressed in NZ\$)

Acceptances received from shareholders in respect of 3,272,001 Metlifecare Limited Ordinary Shares on 1 December 2005 under a full takeover offer made by Retirement Villages New Zealand Limited dated 4 November 2005 for all the ordinary shares and all the outstanding options in Metlifecare Limited.

Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)

- 8. Relevant documentation: forms part of this notice [No], is not required to be filed [Yes], has already been filed with the notice dated [No]

- 9. [Number of pages: -], [Date of last notice: 30 November 2005], [Name(s) of other person(s): Macquarie Financial Products Management Limited, FKP Limited, Macquarie Bank Limited, BWA Custodians Limited, BOS International (Australia) Limited.]

I declare that to the best of my knowledge and belief the information contained in this notice is correct and that I am duly authorised to give this notice:

[Signature: JM Anderson] Signature (unless filed by electronic means other than facsimile)

[Full name: Jacqui Anderson] Full name

[Date: 1 December 2005] Date

Securities (Substantial Security Holders) Regulations 1997

Form 1 Regs. 4, 18,19

(Securities Markets Act 1988)

Substantial Security Holder Notice

Tick the appropriate box(es)

- Notice that a person has become a substantial security holder (section 20(3))
- Notice that a person has ceased to be a substantial security holder (section 21(3))
- Notice of a change in the number of voting securities in which a substantial security holder has a relevant interest (section 21(1))
- Notice of a change in the nature of relevant interest held by a substantial security holder (section 22)

6.

Name of public issuer

Name of substantial security holder

Address of substantial security holder

Contact name for queries

Telephone number

7.

Total number of voting securities of the public issuer in which a relevant interest is held

Total number of voting securities issued by public issuer

Total percentage

Class of voting securities

Number of votes attached to each voting security in that class

BENEFICIAL RELEVANT INTERESTS

8.

Number of voting securities of the class in which a beneficial relevant interest is held

%

Percentage held at date of THIS notice

%

Percentage held at date of LAST notice (if any)

NON-BENEFICIAL RELEVANT INTERESTS

Number of voting securities of the class in which a non-beneficial relevant interest is held

Percentage held at date of THIS notice

Percentage held at date of LAST notice (if any)

DETAILS OF EACH RELEVANT INTEREST

9.

Name(s) of registered holder(s)

10.

Name(s) of registered holder(s)

7.

Date(s) of transaction(s)

DETAILS OF EACH RELEVANT INTEREST

6.

Name(s) of registered holder(s)

Provision(s) of section 5

Date(s) of transaction(s)

Number of voting securities	Consideration (expressed in NZ\$)	Number of voting securities	Consideration (expressed in NZ\$)
		Name(s) of registered holder(s)	
		Provision(s) of section 5	Date(s) of transaction(s)
		Number of voting securities	Consideration (expressed in NZ\$)

Acceptances received from shareholders in respect of 3,272,001 Metlifecare Limited Ordinary Shares on 1 December 2005 under a full takeover offer made by Retirement Villages New Zealand Limited dated 4 November 2005 for all the ordinary shares and all the outstanding options in Metlifecare Limited.

Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)

8. Relevant documentation:
- forms part of this notice No
 - is not required to be filed Yes
 - has already been filed with the notice dated No

- 9.
- | | | |
|---|------------------------------|--|
| - | 30 November 2005 | Retirement Villages New Zealand Limited, FKP Limited, Macquarie Bank Limited, BWA Custodians Limited, BOS International (Australia) Limited. |
| Number of pages that accompany this notice (if any) | Date of last notice (if any) | Name(s) of any other person(s) who is (are) believed to have given, or to be intending to give, a substantial security holder notice in relation to the securities to which this notice relates. |

I declare that to the best of my knowledge and belief the information contained in this notice is correct and that I am duly authorised to give this notice:

<i>JM Anderson</i>	Jacqui Anderson	1 December 2005
Signature (unless filed by electronic means other than facsimile)	Full name	Date

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- Notice of a change in the number of voting securities in which a substantial security holder has a relevant interest (section 21(1))
- Notice of a change in the nature of relevant interest held by a substantial security holder (section 22)

11.

Name of public issuer

Name of substantial security holder

Address of substantial security holder

Contact name for queries

Telephone number

12.

Total number of voting securities of the public issuer in which a relevant interest is held

Total number of voting securities issued by public issuer

Total percentage

Class of voting securities

Number of votes attached to each voting security in that class

BENEFICIAL RELEVANT INTERESTS

13.

Number of voting securities of the class in which a beneficial relevant interest is held

%

Percentage held at date of THIS notice

%

Percentage held at date of LAST notice (if any)

NON-BENEFICIAL RELEVANT INTERESTS

Number of voting securities of the class in which a non-beneficial relevant interest is held

Percentage held at date of THIS notice

Percentage held at date of LAST notice (if any)

14. **DETAILS OF EACH RELEVANT INTEREST**

15.

Name(s) of registered holder(s)

7.

Date(s) of transaction(s)

6.

Name(s) of registered holder(s)

Provision(s) of section 5

Date(s) of transaction(s)

Number of voting securities	Consideration (expressed in NZ\$)	Number of voting securities	Consideration (expressed in NZ\$)
		[Empty Box]	
		Name(s) of registered holder(s)	
		[Empty Box]	[Empty Box]
		Provision(s) of section 5	Date(s) of transaction(s)
		[Empty Box]	[Empty Box]
		Number of voting securities	Consideration (expressed in NZ\$)

Acceptances received from shareholders in respect of 3,272,001 Metlifecare Limited Ordinary Shares on 1 December 2005 under a full takeover offer made by Retirement Villages New Zealand Limited dated 4 November 2005 for all the ordinary shares and all the outstanding options in Metlifecare Limited.

Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)

8. Relevant documentation:
- forms part of this notice No
 - is not required to be filed Yes
 - has already been filed with the notice dated No

9. [Empty Box] 30 November 2005 Retirement Villages New Zealand Limited, Macquarie Financial Products Management Limited, FKP Limited, BWA Custodians Limited, BOS International (Australia) Limited.
- Number of pages that accompany this notice (if any) Date of last notice (if any) Name(s) of any other person(s) who is (are) believed to have given, or to be intending to give, a substantial security holder notice in relation to the securities to which this notice relates.

I declare that to the best of my knowledge and belief the information contained in this notice is correct and that I am duly authorised to give this notice:

JM Anderson Jacqui Anderson 1 December 2005
 Signature (unless filed by electronic means other than facsimile) Full name Date

Securities (Substantial Security Holders) Regulations 1997

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- Notice of a change in the nature of relevant interest held by a substantial security holder (section 22)

16.
Name of public issuer

Name of substantial security holder

Address of substantial security holder

Contact name for queries

Telephone number

17.
Total number of voting securities of the public issuer in which a relevant interest is held

Total number of voting securities issued by public issuer

Total percentage

Class of voting securities

Number of votes attached to each voting security in that class

BENEFICIAL RELEVANT INTERESTS

18.
Number of voting securities of the class in which a beneficial relevant interest is held

%
Percentage held at date of THIS notice

%
Percentage held at date of LAST notice (if any)

NON-BENEFICIAL RELEVANT INTERESTS

Number of voting securities of the class in which a non-beneficial relevant interest is held

Percentage held at date of THIS notice

Percentage held at date of LAST notice (if any)

19. DETAILS OF EACH RELEVANT INTEREST

20.
Name(s) of registered holder(s)

7.
Date(s) of transaction(s)

DETAILS OF EACH RELEVANT INTEREST

6.
Name(s) of registered holder(s)

of
Provision(s) of section 5 Date(s) of transaction(s)

Provision(s) of section 5

Number of voting securities	Consideration (expressed in NZ\$)	Number of voting securities	Consideration (expressed in NZ\$)
		Name(s) of registered holder(s)	
		Provision(s) of section 5	Date(s) of transaction(s)
		Number of voting securities	Consideration (expressed in NZ\$)

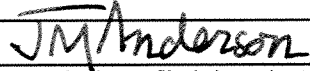
Acceptances received from shareholders in respect of 3,272,001 Metlifecare Limited Ordinary Shares on 1 December 2005 under a full takeover offer made by Retirement Villages New Zealand Limited dated 4 November 2005 for all the ordinary shares and all the outstanding options in Metlifecare Limited.

Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)

8. Relevant documentation:
- forms part of this notice No
 - is not required to be filed Yes
 - has already been filed with the notice dated No

- 9.
- | | | |
|---|------------------------------|--|
| - | 30 November 2005 | Retirement Villages New Zealand Limited, Macquarie Financial Products Management Limited, Macquarie Bank Limited, BWA Custodians Limited, BOS International (Australia) Limited. |
| Number of pages that accompany this notice (if any) | Date of last notice (if any) | Name(s) of any other person(s) who is (are) believed to have given, or to be intending to give, a substantial security holder notice in relation to the securities to which this notice relates. |

I declare that to the best of my knowledge and belief the information contained in this notice is correct and that I am duly authorised to give this notice:

	Jacqui Anderson	1 December 2005
Signature (unless filed by electronic means other than facsimile)	Full name	Date

Securities (Substantial Security Holders) Regulations 1997

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(Securities Markets Act 1988)

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- Notice of a change in the nature of relevant interest held by a substantial security holder (section 22)

21.
Name of public issuer

Name of substantial security holder

Address of substantial security holder

Contact name for queries

Telephone number

22.
Total number of voting securities of the public issuer in which a relevant interest is held

Total number of voting securities issued by public issuer

Total percentage

Class of voting securities

Number of votes attached to each voting security in that class

BENEFICIAL RELEVANT INTERESTS

23.
Number of voting securities of the class in which a beneficial relevant interest is held

%
Percentage held at date of THIS notice

%
Percentage held at date of LAST notice (if any)

NON-BENEFICIAL RELEVANT INTERESTS

Number of voting securities of the class in which a non-beneficial relevant interest is held

Percentage held at date of THIS notice

Percentage held at date of LAST notice (if any)

24. DETAILS OF EACH RELEVANT INTEREST

25.
Name(s) of registered holder(s)

7.
Date(s) of transaction(s)

6.
Name(s) of registered holder(s)

Provision(s) of section 5

Date(s) of transaction(s)

Provision of

Number of voting securities

Consideration (expressed in NZ\$)

Number of voting securities

financial accommodation
Consideration (expressed in NZ\$)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>
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In connection with the Takeover Offer, on 4 November 2005 RVNZ entered into a general security deed in favour of BWA Custodians Limited as Security Trustee in favour of the Secured Parties. The general security deed grants the Security Trustee a security interest in RVNZ's property, to hold on behalf of the Secured Parties. Macquarie Bank Limited is a Secured Party in the terms of the general security deed.

This notice relates to acceptances received from shareholders in respect of 3,272,001 Metlifecare Limited Ordinary Shares on 1 December 2005 under a full takeover offer made by Retirement Villages New Zealand Limited dated 4 November 2005 for all the ordinary shares and all the outstanding options in Metlifecare Limited.

Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)

8. Relevant documentation:
- forms part of this notice
 - is not required to be filed
 - has already been filed with the notice dated 8 November 2005

- 9.
- | | | |
|-----|------------------|---|
| N/A | 30 November 2005 | Retirement Villages New Zealand Limited, Macquarie Financial Products Management Limited, FKP Limited, BWA Custodians Limited, BOS International (Australia) Limited. |
|-----|------------------|---|
- Number of pages that accompany this notice (if any)
- Date of last notice (if any)
- Name(s) of any other person(s) who is (are) believed to have given, or to be intending to give, a substantial security holder notice in relation to the securities to which this notice relates.

I declare that to the best of my knowledge and belief the information contained in this notice is correct and that I am duly authorised to give this notice:

JM Anderson

Signature (unless filed by electronic means other than facsimile)

Jacqui Anderson

Full name

1 December 2005

Date