

Form 1
(Securities Markets Act 1988)

Substantial Security Holder Disclosure Notice

Tick the appropriate box(es)

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

1.
Name of public issuer

Name of substantial security holder

Address of substantial security holder

<input type="text" value="Peter Hinton/Michael Pollard, Simpson Grierson"/> Contact name for queries	<input type="text" value="09 358 2222"/> Telephone number
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2.
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

<input type="text" value="Ordinary Shares"/> Class of voting securities	<input type="text" value="One"/> Number of votes attached to each voting security in that class
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3. BENEFICIAL RELEVANT INTERESTS

NON-BENEFICIAL RELEVANT INTERESTS

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)*

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

DETAILS OF EACH RELEVANT INTEREST

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

6.

7.
Date(s) of transaction(s)

Name(s) of registered holder(s)

<input type="text" value="See attached schedule"/> Provision(s) of	<input type="text" value="Various"/> Date(s) of transactions
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8.

		See attached schedule	See attached schedule
Number of voting securities	Consideration (expressed in NZ\$)	Number of voting securities	Consideration (expressed in NZ\$)

On 18 October 2005, Retirement Villages New Zealand Limited ("RVNZ") entered into a pre-bid agreement with Private Health Care (NZ) Limited ("PHC"), Clifford James Cook ("Cook"), FKP Limited ("FKP"), Macquarie Bank Limited ("Macquarie"), Todd Capital Limited ("Todd Capital") and Todd Lifecare Limited ("Todd Lifecare") ("Pre-bid Agreement") pursuant to which (inter alia) (i) subject to certain terms and conditions, RVNZ agreed to make a full takeover offer for all the equity securities in Metlifecare Limited ("Metlifecare") and PHC and Todd Lifecare agreed to accept that offer in respect of their holdings of 21,713,345 ordinary shares in Metlifecare ("PHC Shares") and 30,215,026 ordinary shares in Metlifecare (respectively), and (ii) the pre-bid agreement entered into between PHC, RVNZ, Cook, FKP and Macquarie on 30 September 2005 in relation to a full takeover offer for Metlifecare by RVNZ terminated and (iii) Cook, PHC, Todd Capital and Todd Lifecare waived all rights under the pre-emptive agreement entered into between PHC, Cook and Todd Capital on 9 November 1999 providing for mutual "drag along" and "tag along" obligations ("Pre-Emptive Agreement") in respect of that offer and the Pre-bid Agreement, acknowledged that the Pre-Emptive Agreement has no application in respect of that offer and the Pre-bid Agreement, and agreed that the pre-emptive notice given by PHC to Todd Capital on 30 October 2005 pursuant to which PHC offered to sell the PHC Shares, at \$3.75 per share in accordance with the pre-emptive provisions of the Pre-Emptive Agreement, was revoked and deemed not to have been given.

On 4 November 2005, RVNZ made a full takeover offer for all the ordinary shares and all the outstanding options in Metlifecare. On 7 November 2005, PHC and Todd Lifecare each accepted RVNZ's offer dated 4 November 2005 in respect of the PHC Shares and 30,215,026 shares in Metlifecare respectively. On 8 November 2005, RVNZ declared its offer dated 4 November 2005 unconditional.

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

9. Relevant documentation	forms part of this notice	No
	is not required to be filed	
	has already been filed with the notice dated	15/11/99, 30/09/05

10.

	19/10/05	
Number of pages that accompany this notice (if any)	Date of last notice (if any)	Private Health Care (NZ) Limited, Clifford James Cook, Todd Lifecare Limited, Todd Capital Limited, Trustees of the Clifford Cook Family Trust, Retirement Villages New Zealand Limited, FKP Limited, Macquarie Financial Products Management Limited, Macquarie Bank Limited 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 in which the 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

	Michael Bruce Pollard (Simpson Grierson) as agent	10/11/05
Signature (unless filed by electronic means other than facsimile)	Full name	Date

**SCHEDULE
DETAILS OF RELEVANT INTERESTS**

NON-BENEFICIAL RELEVANT INTERESTS - 1

21,713,345

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

24.86%

Percentage held at date of THIS notice

24.86%

Percentage held at date of LAST notice (if any)

DETAILS OF EACH RELEVANT INTEREST

Retirement Villages New Zealand Limited

Name(s) of registered holder(s)

5(d)

Provision(s) of section 5

7 November 2005

Date(s) of transaction(s)

21,713,345

Number of voting securities

N/A

Consideration (expressed in NZ\$)

NON-BENEFICIAL RELEVANT INTERESTS - 2

30,215,026

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

34.59%

Percentage held at date of THIS notice

34.59%

Percentage held at date of LAST notice (if any)

DETAILS OF EACH RELEVANT INTEREST

Retirement Villages New Zealand Limited

Name(s) of registered holder(s)

5(1)(f)

Provision(s) of section 5

Various

Date(s) of transaction(s)

30,215,026

Number of voting securities

N/A

Consideration (expressed in NZ\$)

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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	Metlifecare Limited		
	Name of public issuer		
	Suzanna Cook Family Trust		
	Name of substantial security holder		
	Level 5, 25 Broadway, Newmarket, Auckland, New Zealand		
	Address of substantial security holder		
	Peter Hinton/Michael Pollard, Simpson Grierson		09 358 2222
	Contact name for queries		Telephone number
12	51,928,371	87,348,541	59.45%
	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
	Ordinary Shares		One
	Class of voting securities		Number of votes attached to each voting security in that class
13	BENEFICIAL RELEVANT INTERESTS		NON-BENEFICIAL RELEVANT INTERESTS
			51,928,371
	Number of voting securities of the class in which a beneficial relevant interest is held		Number of voting securities of the class in which a non-beneficial relevant interest is held
			59.45
	Percentage held at date of THIS notice		Percentage held at date of THIS notice
			59.45
	Percentage held at date of LAST notice (if any)		Percentage held at date of LAST notice (if any)
14	DETAILS OF EACH RELEVANT INTEREST		DETAILS OF EACH RELEVANT INTEREST
15			Retirement Villages New Zealand Limited
	Name(s) of registered holder(s)		Name(s) of registered holder(s)
16			5(1)(f), 5(2) Various

17	Date(s) of transaction(s)		Provision(s) of Section 5		Provision(s) of Section 5
18					
				51,928,371	N/A
	Number of voting securities		Consideration (expressed in NZ\$)	Number of voting securities	Consideration (expressed in NZ\$)
	<p>On 18 October 2005, Retirement Villages New Zealand Limited ("RVNZ") entered into a pre-bid agreement with Private Health Care (NZ) Limited ("PHC"), Clifford James Cook ("Cook"), FKP Limited ("FKP"), Macquarie Bank Limited ("Macquarie"), Todd Capital Limited ("Todd Capital") and Todd Lifecare Limited ("Todd Lifecare") ("Pre-bid Agreement") pursuant to which (inter alia) (i) subject to certain terms and conditions, RVNZ agreed to make a full takeover offer for all the equity securities in Metlifecare Limited ("Metlifecare") and PHC and Todd Lifecare agreed to accept that offer in respect of their holdings of 21,713,345 ordinary shares in Metlifecare ("PHC Shares") and 30,215,026 ordinary shares in Metlifecare (respectively), and (ii) the pre-bid agreement entered into between PHC, RVNZ, Cook, FKP and Macquarie on 30 September 2005 in relation to a full takeover offer for Metlifecare by RVNZ terminated and (iii) Cook, PHC, Todd Capital and Todd Lifecare waived all rights under the pre-emptive agreement entered into between PHC, Cook and Todd Capital on 9 November 1999 providing for mutual "drag along" and "tag along" obligations ("Pre-Emptive Agreement") in respect of that offer and the Pre-bid Agreement, acknowledged that the Pre-Emptive Agreement has no application in respect of that offer and the Pre-bid Agreement, and agreed that the pre-emptive notice given by PHC to Todd Capital on 30 October 2005 pursuant to which PHC offered to sell the PHC Shares, at \$3.75 per share in accordance with the pre-emptive provisions of the Pre-Emptive Agreement, was revoked and deemed not to have been given.</p> <p>On 4 November 2005, RVNZ made a full takeover offer for all the ordinary shares and all the outstanding options in Metlifecare. On 7 November 2005, PHC and Todd Lifecare each accepted RVNZ's offer dated 4 November 2005 in respect of the PHC Shares and 30,215,026 shares in Metlifecare respectively. On 8 November 2005, RVNZ declared its offer dated 4 November 2005 unconditional.</p>				
	Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)				
19	Relevant documentation		forms part of this notice		No
			is not required to be filed		
			has already been filed with the notice dated		15/11/99, 30/09/05
20			19/11/05		Private Health Care (NZ) Limited, Clifford James Cook, Todd Lifecare Limited, Todd Capital Limited, Trustees of the Clifford Cook Family Trust, Retirement Villages New Zealand Limited, FKP Limited, Macquarie Financial Products Management Limited, Macquarie Bank 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 in which the 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				
			Michael Bruce Pollard from Simpson Grierison as agent		10/11/05
	Signature (unless filed by electronic means other than facsimile)		Full name		Date

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Tick the appropriate box(es)

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

21	Metlifecare Limited		
	Name of public issuer		
	Clifford Cook Family Trust		
	Name of substantial security holder		
	Level 5, 25 Broadway, Newmarket, Auckland, New Zealand		
	Address of substantial security holder		
	Level 5, 25 Broadway, Newmarket, Auckland, New Zealand		
	Address of substantial security holder		
	Peter Hinton/Michael Pollard, Simpson Grierson		09 358 2222
	Contact name for queries		Telephone number
22	51,928,371	87,348,541	59.45%
	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
	Ordinary Shares		One
	Class of voting securities		Number of votes attached to each voting security in that class
23	BENEFICIAL RELEVANT INTERESTS		NON-BENEFICIAL RELEVANT INTERESTS
			51,928,371
	Number of voting securities of the class in which a beneficial relevant interest is held		Number of voting securities of the class in which a non-beneficial relevant interest is held
			59.45
	Percentage held at date of THIS notice		Percentage held at date of THIS notice
			59.45
	Percentage held at date of LAST notice <i>(if any)</i>		Percentage held at date of LAST notice <i>(if any)</i>
24	DETAILS OF EACH RELEVANT INTEREST		DETAILS OF EACH RELEVANT INTEREST
25			Retirement Villages New Zealand Limited

Name(s) of registered holder(s)		Name(s) of registered holder(s)	
26		5(1)(f), 5(2)	Various
27	Date(s) of transaction(s)	Provision(s) of Section 5	Date(s) of transactions
28			
		51,928,371	N/A
	Number of voting securities	Consideration (expressed in NZ\$)	Consideration (expressed in NZ\$)
<p>On 18 October 2005, Retirement Villages New Zealand Limited ("RVNZ") entered into a pre-bid agreement with Private Health Care (NZ) Limited ("PHC"), Clifford James Cook ("Cook"), FKP Limited ("FKP"), Macquarie Bank Limited ("Macquarie"), Todd Capital Limited ("Todd Capital") and Todd Lifecare Limited ("Todd Lifecare") ("Pre-bid Agreement") pursuant to which (inter alia) (i) subject to certain terms and conditions, RVNZ agreed to make a full takeover offer for all the equity securities in Metlifecare Limited ("Metlifecare") and PHC and Todd Lifecare agreed to accept that offer in respect of their holdings of 21,713,345 ordinary shares in Metlifecare ("PHC Shares") and 30,215,026 ordinary shares in Metlifecare (respectively), and (ii) the pre-bid agreement entered into between PHC, RVNZ, Cook, FKP and Macquarie on 30 September 2005 in relation to a full takeover offer for Metlifecare by RVNZ terminated and (iii) Cook, PHC, Todd Capital and Todd Lifecare waived all rights under the pre-emptive agreement entered into between PHC, Cook and Todd Capital on 9 November 1999 providing for mutual "drag along" and "tag along" obligations ("Pre-Emptive Agreement") in respect of that offer and the Pre-bid Agreement, acknowledged that the Pre-Emptive Agreement has no application in respect of that offer and the Pre-bid Agreement, and agreed that the pre-emptive notice given by PHC to Todd Capital on 30 October 2005 pursuant to which PHC offered to sell the PHC Shares, at \$3.75 per share in accordance with the pre-emptive provisions of the Pre-Emptive Agreement, was revoked and deemed not to have been given.</p> <p>On 4 November 2005, RVNZ made a full takeover offer for all the ordinary shares and all the outstanding options in Metlifecare. On 7 November 2005, PHC and Todd Lifecare each accepted RVNZ's offer dated 4 November 2005 in respect of the PHC Shares and 30,215,026 shares in Metlifecare respectively. On 8 November 2005, RVNZ declared its offer dated 4 November 2005 unconditional.</p>			
Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)			
29	Relevant documentation	forms part of this notice	No
		is not required to be filed	
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30.		19/10/05	Private Health Care (NZ) Limited, Clifford James Cook, Todd Lifecare Limited, Todd Capital Limited, Trustees of the Clifford Cook Family Trust, Retirement Villages New Zealand Limited, FKP Limited, Macquarie Financial Products Management Limited, Macquarie Bank Limited
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31	Metlifecare Limited		
	Name of public issuer		
	Clifford James Cook		
	Name of substantial security holder		
	Level 5, 25 Broadway, Newmarket, Auckland, New Zealand		
	Address of substantial security holder		
	Peter Hinton/Michael Pollard, Simpson Grierson		09 358 2222
	Contact name for queries		Telephone number
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			59.45
	Percentage held at date of THIS notice		Percentage held at date of THIS notice
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	Percentage held at date of LAST notice (if any)		Percentage held at date of LAST notice (if any)
34	DETAILS OF EACH RELEVANT INTEREST		DETAILS OF EACH RELEVANT INTEREST
35			Retirement Villages New Zealand Limited
	Name(s) of registered holder(s)		Name(s) of registered holder(s)
36			5(1)(f), 5(2) Various

37	Date(s) of transaction(s)		Provision(s) of Section 5		Provision(s) of Section 5
38					
				51,928,371	N/A
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Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)					
39	Relevant documentation	forms part of this notice			No
		is not required to be filed			
		has already been filed with the notice dated			15/11/99, 30/09/05
40.			30/09/05	Private Health Care (NZ) Limited, Clifford James Cook, Todd Lifecare Limited, Todd Capital Limited, Trustees of the Clifford Cook Family Trust, Retirement Villages New Zealand Limited, FKP Limited, Macquarie Financial Products Management Limited, Macquarie Bank 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 in which the 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					
			Michael Bruce Pollard (Simpson Grierson) as agent		10/11/05
	Signature (unless filed by electronic means other than facsimile)		Full name		Date