



Annual Meeting Thursday 1 November 2007 at 11:00am.

ADMISSION CARD

Guineas 3 Lounge, 3rd Floor, Ellerslie Event Centre,
80-100 Ascot Avenue, Greenlane, Auckland.

If you propose to ATTEND the Meeting:
Bring the Admission Card and Proxy/Voting form intact.

If you DO NOT propose to ATTEND the Meeting but wish to be represented by Proxy:
Complete the Proxy/Voting form below, detach this Admission Card and fold the form as indicated, seal and mail. The form is pre-addressed and requires no postage stamp if posted in New Zealand.

Shareholder Number: _____

TEAR

PROXY FORM (for use if you propose to appoint a Proxy to attend the meeting on your behalf)

Holder No. _____ No. of voting securities _____

I/We _____

being a shareholder/shareholders of Metlifecare Limited, appoint*

Name: _____ of _____

or failing him/her _____ of _____

as my/our Proxy to exercise my/our vote at the Annual Meeting of the shareholders of the Company to be held on Thursday, 1 November 2007 and at any adjournment of that meeting.

* If you wish, you may appoint as your Proxy "The Chairman of the Meeting."
Unless otherwise instructed, the Proxy will vote or abstain from voting as he/she thinks fit.
Should you wish to direct the Proxy how to vote, please indicate with a (✓) in the appropriate boxes below.

FOLD

VOTING INSTRUCTIONS/VOTING PAPER

This part of the form can be used either as voting instructions for a Proxy or as a voting paper at the meeting (if a poll is called).
This form is to be used to vote as follows on the resolutions below.
(Please note that if the shares are held jointly, the voting instructions given in this section are given on behalf of each joint holder).

Ordinary Business (Ordinary Resolutions)

1. Annual Meeting Minutes
To approve the minutes of the last Annual Meeting held on 25 October 2006.
2. Rotation and Election of Directors
To re-elect Mr Darryl Leonard Guihot as a Director of the Company.
To re-elect Mr Phillip Brent Harman as a Director of the Company.
To re-elect Mr Patrick Joseph McClure, AO as a Director of the Company.
3. Auditors
To authorise the Directors to fix the remuneration of the Auditors.

Tick (✓) the box that applies	
For	Against

Special Business

4. New Constitution (Special Resolution)
To adopt the constitution tabled at the Annual Meeting in substitution for the existing constitution (as described in the Explanatory Note).

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Signed this _____ day of _____ 2007

Signature/s _____

Notes

1. As a shareholder you may attend the meeting and vote, or you may appoint a Proxy to attend the meeting and vote in your place. A Proxy need not be a shareholder of the Company.
2. If you are joint holders of shares, each of you must sign this Proxy Form. If you are a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.
3. Proxy Forms must be produced to the office of Metlifecare Limited's share registrar, Computershare Investor Services Limited, either by fax to 64 9 488 8787, by delivery to Level 2, 159 Hurstmere Road, Takapuna, North Shore City, New Zealand, or by mail to Private Bag 92119, Auckland 1142, New Zealand, so as to be received not later than 11:00am on Tuesday 30 October 2007.
4. If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.
5. If you return this form without directing the Proxy how to vote on any particular matter, the Proxy will vote as he or she thinks fit.
6. Notification of change of address:
If the address to which this Proxy Form was sent is incorrect, please complete and return the details below, regardless of whether or not you are appointing a Proxy.

Previous address: _____

Present address: _____

TEAR

FreePost Authority Number 2888



Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand

FOLD

MAILING INSTRUCTIONS

1. If mailing Proxy Form from within New Zealand, use this Proxy Form as a reply paid envelope by following the directions below:
 - i Tear off Admission Card
 - ii Fold along line indicated
 - iii Seal with tape.
2. If mailing Proxy Form from outside New Zealand, place Proxy Form in an envelope and affix the necessary postage from the country of mailing.

Address to:
The Share Registrar
Metlifecare Limited
c/- Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand