

17 November 2004



Securities and Exchange Commission
 Division of Corporation Finance
 Office of International Corporate Finance
 450 Fifth Street, N.W.
 Washington, D.C. 20549

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 2004 NOV 23 A 11:58
 OFFICE OF INTERNATIONAL
 CORPORATE FINANCE

Dear Sir or Madam

Metropolitan Holdings Limited
 Rule 12g3-2(b) exemption number: 82-34755
 Form – F6 registration number: 333-111300
 CUSIP number: 592144109

SUPPL

The documents attached are those issued and submitted to the company's shareholders and regulatory bodies since our previous correspondence dated 7 April 2004.

Listed below are the documents attached:

- ❖ Registrar of Companies: CM29 Amendment of register of directors and officers
- ❖ JSE Securities Exchange: Share buy-back – partial withdrawal of listing
- ❖ Public announcement – specific repurchase of shares
- ❖ JSE Securities Exchange: Share buy-back – partial withdrawal of listing
- ❖ Registrar of Companies: CM31 Change in auditors
- ❖ SENS announcement – Annual general meeting
- ❖ SENS announcement – Dealing in securities by directors
- ❖ Update 26 May 2004 – First quarter results
- ❖ Update 17 June 2004 – Announcement of Black Economic Empowerment (BEE) transaction
- ❖ SENS announcement – Changes to the board of directors
- ❖ Registrar of Companies – CM14A Acquisitions by a company of shares issued to shareholders
- ❖ Registrar of Companies – CM29 Amendment of register of directors and officers
- ❖ Registrar of Companies – CM52 Exemption from lodging annual financial statements
- ❖ Circular to shareholders – BEE transaction and odd-lot offer
- ❖ Update 17 August 2004 – Withdrawal of cautionary and trading statement
- ❖ SENS announcement – Withdrawal of cautionary and trading statement
- ❖ Registrar of Companies – CM26 Special resolution

PROCESSED

DEC 9 2004

THOMSON
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 11/30

METROPOLITAN HOLDINGS LTD

PO BOX 2212 BELLVILLE 7535, TEL [021] 940-5911, FAX [021] 940-5730, WEBSITE www.metropolitan.co.za
 DIRECTORS: MRS GT SEROBE (CHAIRMAN), PR DOYLE (GROUP CHIEF EXECUTIVE), AM SITHOLE (EXECUTIVE), PE SPECKMANN (FINANCE DIRECTOR), NZ BUTHELEZI,
 MRS I CHARNLEY, PROF WP ESTERHUYSE, PC LAMPRECHT, E MOLOBI, SA MULLER, JE NEWBURY, JJ NJEKE, A SANGQU (ALTERNATE), ML SMITH, DR FA SONN, JC VAN REENEN
 COMPANY SECRETARY: B GOBODO-MBOMVU

REG NO 2000/031756/06

- ❖ Update 30 August 2004 – Amalgamation of 90:10 fund in Metropolitan Life Limited
- ❖ Update 8 September 2004 – Interim results for the six months to 30 June 2004
- ❖ SENS announcement – Result of general meeting of shareholders
- ❖ SENS announcement – Resignation of non-executive director
- ❖ SENS announcement – Implementation and result of the odd-lot offer
- ❖ Registrar of Companies – CM14A Acquisitions by a company of shares issued to shareholders
- ❖ Registrar of Companies - CM29 Amendment of register of directors and officers
- ❖ SENS announcement – Dealing in securities by directors
- ❖ SENS announcement – Dealing in securities by directors
- ❖ Update 16 November 2004 – 3rd quarter results
- ❖ Applications for listing: Metropolitan Holdings Ltd Staff Share Purchase Scheme

Yours truly,

A handwritten signature in black ink, appearing to read 'MLotz', written in a cursive style.

Michelle Lotz

Group finance manager

Metropolitan Holdings Limited

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2004 NOV 23 A 11: 58



Date: 05/04/2004

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Our Reference: 14288041
Box: 47494
Sequence: 71

METROPOLITAN HOLDINGS
P O BOX 2212
BELLVILLE
7535

RE: Amendment to Company Registration
Company Number: 2000/031756/06
Company Name: METROPOLITAN HOLDINGS

We have received a CM29 from you dated 12/03/2004.

The CM29 was accepted and placed on file.

Change Record
Surname = GEROMONT
First Names = PHILIP FRANZ LOTHAR
Status = Resigned
Change Record
Surname = CHARNLEY
First Names = BARENDILLA
Status = Active
Change Record
Surname = HUGO
First Names =
Status = Resigned

Yours truly

Registrar of Companies

FSW

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.gov.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za



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OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

26 May 2004
REF: MR/tm/11398

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

SHARE BUY-BACK : PARTIAL WITHDRAWAL OF LISTING

We acknowledge receipt of your letter dated 3 May 2004 and in reply wish to advise that the listing of 7 371 002 ordinary shares of 0,0001 cent each, will be withdrawn from the commencement of business on Monday, 31 May 2004, in terms of the company's share buy-back.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-08 divided into 635 080 625 ordinary shares of 0,0001 cent each.

Yours faithfully

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

METROPOLITAN



Metropolitan Holdings Limited

Formerly New Africa Capital Limited
(Incorporated in the Republic of South Africa)
Registration number: 2000/031756/06
JSE Share code: MET ISIN: ZAE000050456
NSX Share code: MTD
("Metropolitan" or "the Company")

SPECIFIC REPURCHASE OF SHARES

1. Introduction

Shareholders are referred to the circular issued on 4 November 2003, regarding, *inter alia*, a specific authority for the Company to repurchase up to 36 356 142 Metropolitan shares which were held by New Africa Investments Limited ("NAIL") at the time ("the specific repurchase").

The specific authority was granted in terms of a special resolution passed by shareholders of Metropolitan at a general meeting of shareholders held on 26 November 2003, on the basis that the specific repurchase must satisfy the following conditions:

- 1.1 the NAIL shareholding purchased shall not exceed 36 356 142 Metropolitan shares;
- 1.2 the consideration for the specific repurchase shall not be at a premium of 10% or more of the volume weighted average market price per Metropolitan share for the five business days immediately preceding the date on which the specific repurchase is agreed;
- 1.3 subject to 1.2 above, the maximum price per Metropolitan share for the acquisition of the NAIL shareholding shall not exceed the most recently published embedded value per Metropolitan share calculation (which on the date of passing the resolution amounted to R9,11 per Metropolitan share);
- 1.4 the specific authority shall be valid until the next annual general meeting of Metropolitan, whereafter it shall lapse; and
- 1.5 Metropolitan shall not be permitted to acquire the NAIL shareholding from whomever is the holder thereof, if such holder is a related party to Metropolitan.

Shareholders are advised that Metropolitan has repurchased 35 376 184 ordinary Metropolitan shares which were held by NAIL for an aggregate consideration of R238 741 929 in accordance with the specific authority.

2. Terms of the repurchase

The terms of the repurchase are as follows:

- The effective date is 13 April 2004.
- The purchase price per share is R6,75 (rounded up to the nearest whole number).
- The volume weighted average market price per Metropolitan share for the five business days immediately preceding the date on which the specific repurchase was agreed is R6,60 per share.
- The aggregate purchase consideration will be funded from Metropolitan's internal cash resources; and
- The seller is Capricorn Capital Partners Holding Company (Pty) Limited which is not a related party to Metropolitan as that term is defined by the Listings Requirements of the JSE Securities Exchange South Africa ("the JSE").

The specific repurchase has therefore complied with all the conditions attached to the specific authority.

3. Financial effects of the repurchase

The repurchase will have no significant financial effect on Metropolitan.

4. Opinion

The directors of Metropolitan are of the opinion that:

- the Company and its subsidiaries ("the Group"), will be able in the ordinary course of business to pay their debts for a period of 12 months from the date of the repurchase;
- the assets of the Company and the Group, fairly valued in accordance with the accounting policies used in the latest Group annual financial statements, will remain in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the repurchase;
- the issued ordinary share capital and reserves of the Company and the Group will be adequate for the purposes of the business for a period of 12 months from the date of the repurchase;
- the working capital available to the Company and the Group will be sufficient for the Company's and the Group's requirements for a period of 12 months from the date of the repurchase;
- the repurchase was not made during a closed period;
- the Rules of the Securities Regulation Panel have been considered and that the repurchase does not indirectly result in an affected transaction; and
- the cancellation of these shares will not place the Company in breach of the spread regulations of the JSE.

Cape Town
13 April 2004

Sponsor in South Africa



Sponsor in Namibia



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www.jse.co.za/2004

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OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown.
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

13 April 2004
REF: MR/tm/11178

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

SHARE BUY-BACK : PARTIAL WITHDRAWAL OF LISTING

We acknowledge receipt of your letter dated 6 April 2004 and in reply wish to advise that the listing of 35 376 184 ordinary shares of 0,0001 cent each, will be withdrawn from the commencement of business on Thursday, 15 April 2004, in terms of the company's share buy-back.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R642-36 divided into 642 363 627 ordinary shares of 0,0001 cent each.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', written over a white background.

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis



- 3.4 the specific authority shall be valid until the next annual general meeting of Metropolitan, whereafter it shall lapse;
 - 3.5 Metropolitan shall not be permitted to acquire the NAIL shareholding from whomever is the holder thereof, if such holder is a related party to Metropolitan;
 - 3.6 should the holder of the NAIL shareholding have been a shareholder of Metropolitan at the time of the general meeting, it will be disqualified from voting on the special resolution proposed at the general meeting authorising this specific authority; and
 - 3.7 Metropolitan publishes an announcement once the specific repurchase has been concluded.
4. Except for clause 3.7 above Metropolitan has complied with the above conditions. On the 13th of April 2004 Metropolitan will publish an announcement as required by clause 3.7 and will therefore on that day comply with the requirement set out in clause 3.7.

5. The authorised and issued ordinary share capital of Metropolitan before the de-listing is:

	R
<i>Authorised share capital</i>	
1 000 000 000 ordinary shares of 0.0001 cent each	1000
<i>Issued share capital</i>	
677 739 811 ordinary shares of 0.0001 cent each	677

6. The authorised and issued ordinary share capital of Metropolitan after the de-listing and cancellation of issued shares will be:

	R
<i>Authorised share capital</i>	
1 000 000 000 ordinary shares of 0.0001 cent each	1000
<i>Issued share capital</i>	
642 363 627 ordinary shares of 0.0001 cent each	642

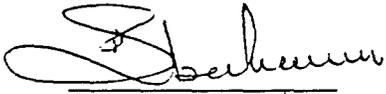
7. The directors of Metropolitan confirm that:

- 7.1 the Company and its subsidiaries ("the Group"), will be able in the ordinary course of business to pay their debts for a period of 12 months from the date of the repurchase;
- 7.2 the assets of the Company and the Group, fairly valued in accordance with the accounting policies used in the latest group annual financial statements,

will remain in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the repurchase;

- 7.3 the issued ordinary share capital and reserves of the Company and the Group will be adequate for the purposes of the business for a period of 12 months from the date of the repurchase;
- 7.4 the working capital available to the Company and the Group will be sufficient for the Company's and the Group's requirements for a period of 12 months from the date of the repurchase;
- 7.5 the repurchase was not made during a closed period;
- 7.6 the Rules of the Securities Regulation Panel have been considered and that the repurchase does not indirectly result in an affected transaction; and
- 7.7 the cancellation of these shares will not place the Company in breach of the spread regulations of the JSE Securities Exchange South Africa.

Yours faithfully



Director



Company Secretary

Sponsor

"SPECIAL RESOLUTION NO 1

RESOLVED

THAT the name of the Company be changed from "New Africa Capital Limited" to "Metropolitan Holdings Limited" with effect from Monday, 15 December 2003.

SPECIAL RESOLUTION NO 2

RESOLVED

THAT the articles of association of the Company be amended by the addition of a new Article 131, as follows:

131. Odd-lot offers

The directors of the Company shall, with the approval of an ordinary resolution passed at a general meeting of the Company, be entitled to implement an odd-lot offer in respect of those members of the Company who hold that number of ordinary shares either as principal or on behalf of a person who owns the beneficial interest ("the odd-lot holders") which constitute an "odd-lot", as determined by the Listings Requirements of the JSE Securities Exchange South Africa ("JSE") from time to time.

If, on implementation of an odd-lot offer, there are odd-lot holders who have failed to elect:

- (a) to sell their odd-lots, or
- (b) increase their holding to holdings of such number offered by the Company in terms of the odd-lot offer, or
- (c) retain their odd-lots, then

the directors shall be entitled to sell the odd-lots of such odd-lot holders, who have failed to exercise an election and they shall be deemed to have agreed to sell their odd-lots on such basis as the directors may determine and the Company shall account to such members for the proceeds of the sale of such odd-lots attributable to them.

SPECIAL RESOLUTION NO 3

RESOLVED

THAT subject to the passing of special resolution number 2, the Company be and is hereby authorised as a specific approval, in terms of section 85 of the Companies Act, 1973 (Act 61 of 1973), as amended ("the Companies Act"), and in terms of the Listings Requirements of the JSE and any other stock exchange upon which the shares of the Company may be quoted or listed, to repurchase at the offer price plus a premium of 5% the ordinary shares of those odd-lot holders who elect pursuant to the odd-lot offer (the details of which are contained in the circular to shareholders dated 4 November 2003) to sell their odd-lot holdings to the Company or who do not make an election to the extent that such ordinary shares are not transferred to odd-lot holders who have elected to purchase shares under the odd-lot offer. The ordinary shares repurchased in terms of this specific approval will be cancelled, delisted and restored to the status of authorised ordinary shares.

The Chairman drew the meeting's attention to a typographical error contained in draft special resolution no. 4 as set out in the notice. He pointed out that the words "exceed 10% of" between the words "the NAIL shareholding shall not" and "the weighted average" in paragraph (b) of the resolution should be deleted and substituted with the words "be greater than 10% above". He thereafter read out the rectified special resolution.

SPECIAL RESOLUTION NO 4

RESOLVED

THAT the Company be and is hereby authorised as a specific approval in terms of section 85 of the Companies Act, to repurchase 36 356 142 ordinary shares currently held by New Africa Investments Limited ("NAIL") in the issued share capital of the Company, or such lesser number of ordinary shares held by NAIL or its successors-in-title at the time that such acquisition is agreed ("the NAIL shareholding"), but always subject to the Companies Act and the Listings Requirements of the JSE and any other stock exchange upon which the shares of the Company may be quoted or listed, which specific authority shall endure until the next annual general meeting of the Company, subject to the following limitations:

- (a) the NAIL shareholding purchased shall not exceed 36 356 142 NAC shares;
- (b) the price per NAC share of the NAIL shareholding shall not be greater than 10% above the weighted average of the market value per NAC share for the five business days immediately preceding the date on which the repurchase of the NAIL shareholding is agreed;
- (c) subject to (b), the maximum price per NAC share for the acquisition of the NAIL shareholding shall not exceed the most recently published

embedded value per NAC share calculation (which at the date of publication of the interim results of NAC on 30 June 2003 amounted to R9,11 per NAC share);

- (d) the NAIL shareholding may be acquired from NAIL or from whomever is the holder of such NAIL shareholding, provided that such holder is not a related party to the Company;
- (e) the holder of the NAIL shareholding of the Company at the time of the general meeting will be disqualified from voting on the special resolution proposed at the general meeting authorising this specific authority; and
- (f) the Company publishes an announcement once the specific repurchase has been concluded."



**B GOBODO-MBOMVU
GROUP COMPANY SECRETARY**

2004-04-05

METROPOLITAN HOLDINGS LIMITED
Ref No 2000/031756/06

Issued share capital	Number of Issued Shares										Share Capital			
	Listed Ordinary Shares	Listed Incentive Scheme Shares	Total Listed	Unlisted Staff Share Purchase Scheme Shares	Total Issued	Listed Ordinary Shares	Listed Incentive Shares	Total Listed	Unlisted Staff Share Purchase Scheme Shares	Total Excluding Premium	Share Premium Account	C		
Original NAL issue @ 0.0001c issue in terms of the scheme @ 3.384239	687 099 031 ¹	6 752 200	693 851 231 ¹	33 929 250	727 780 481 ¹	687 099 031	6 750 000	693 850 000	33 930 000	727 780 000	2 462 982 187 220 000		2 462 982 187 220 000	
Shares released at 2001.10.01	687 099 032	6 752 200	693 851 232	33 929 250	727 780 482	687 099 031	6 750 000	693 850 000	33 930 000	727 780 000	2 462 982 187 220 000	2 462 982 187 220 000		
Shares released at 2001.10.31	687 177 532	6 752 200	693 929 732	33 850 750	727 780 482	687 177 531	6 750 000	693 928 500	33 851 500	727 780 000	2 462 982 187 220 000	2 462 982 187 220 000		
Shares released incentive scheme	687 278 132	6 752 200	694 030 332	33 750 150	727 780 482	687 278 131	6 750 000	694 029 100	33 750 900	727 780 000	2 462 982 187 220 000	2 462 982 187 220 000		
Shares released at 2001.12.05	687 408 832	6 621 500	694 030 332	33 750 150	727 780 482	687 408 831	6 620 000	694 029 100	33 750 900	727 780 000	2 462 982 187 220 000	2 462 982 187 220 000		
Shares released at 2001.12.14	688 151 732	6 621 500	694 773 232	33 007 250	727 780 482	688 151 731	6 620 000	694 772 000	33 008 000	727 780 000	2 462 982 187 220 000	2 462 982 187 220 000		
Shares released incentive scheme	688 174 232	6 621 500	694 795 732	32 984 750	727 780 482	688 174 231	6 620 000	694 794 500	32 985 500	727 780 000	2 462 982 187 220 000	2 462 982 187 220 000		
Shares issued 01.12.01 @ R6.30	688 425 332	6 370 400	694 795 732	32 984 750	727 780 482	688 425 331	6 370 000	694 794 500	32 985 500	727 780 000	2 462 982 187 220 000	2 462 982 187 220 000		
Shares released at 2002.01.10	688 425 332	6 370 400	694 795 732	34 667 550	729 463 282	688 425 331	6 370 000	694 794 500	34 668 300	729 462 800	2 476 949 425 537 200	2 476 949 425 537 200		
Listing costs written off	688 458 532	6 370 400	694 828 932	34 634 350	729 463 282	688 458 531	6 370 000	694 827 700	34 635 100	729 462 800	2 476 949 425 537 200	2 476 949 425 537 200		
Shares released at 2002.04.25	688 458 532	6 370 400	694 828 932	34 634 350	729 463 282	688 458 531	6 370 000	694 827 700	34 635 100	729 462 800	2 476 949 425 537 200	2 476 949 425 537 200		
Shares cancelled at 2002.04.25	688 462 132	6 370 400	694 832 532	34 630 750	729 463 282	688 462 131	6 370 000	694 831 300	34 631 500	729 462 800	2 453 385 239 227 200	2 453 385 239 227 200		
Shares released at 2002.06.03	669 516 107	6 370 400	675 886 507	34 630 750	710 517 257	669 516 106	6 370 000	675 885 275	34 631 500	710 516 775	2 310 210 016 897 200	2 310 210 016 897 200		
Shares issued 02.06.03 @ R6.53	669 571 107	6 370 400	675 941 507	34 575 750	710 517 257	669 571 106	6 370 000	675 940 275	34 576 500	710 516 775	2 310 210 016 897 200	2 310 210 016 897 200		
Shares released at 2002.08.20	668 571 107	7 376 500	675 947 607	47 060 850	723 008 457	668 571 106	7 376 100	675 946 375	47 061 600	723 007 975	2 391 777 540 406 000	2 391 777 540 406 000		
Share cancelled 2002.08.30	667 579 071	7 376 500	674 955 571	47 060 450	722 016 021	667 579 070	7 376 100	674 954 339	47 061 200	722 015 539	2 385 143 438 966 000	2 385 143 438 966 000		
Shares cancelled 02.08.31	-992 436	-	-992 436	-	-	(992 436)	-	(992 436)	-	(992 436)	(6 634 101 440 000)	(6 634 101 440 000)		

6 April 2004

Simonis Storm Securities (Pty) Ltd.
152 Robert Mugabe Avenue
Suite C
Windhoek
Namibia

For attention Alexia Tjiroze

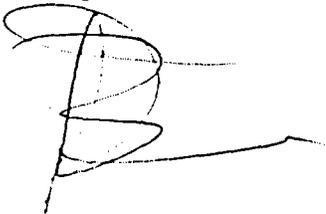
Dear Alexia

**APPLICATION FOR THE DE-LISTING OF 35 376 184 ORDINARY SHARES IN
METROPOLITAN HOLDINGS LIMITED ("METROPOLITAN" OR "THE
COMPANY") ARISING OUT OF A SPECIFIC REPURCHASE OF SHARES**

Find attached our application for delisting of 35 376 184 as discussed and the detail of which is more fully set out in the attached application.

Please sign the application as our sponsor and hand it to NSX on our behalf.

Kind regards

A handwritten signature in black ink, appearing to be 'Pieter Borman', written over a faint grid background.

PIETER BORMAN
SENIOR LEGAL ADVISOR

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2004 NOV 23 A 11: 59



Date: 28/05/2004
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Our Reference: 14402318
Box: 49561
Sequence: 41

METROPOLITAN HOLDINGS
P O BOX 2212
BELLVILLE
7535

RE: Amendment to Company Registration
Company Number: 2000/031756/06
Company Name: METROPOLITAN HOLDINGS

We have received a CM31 from you dated 30/04/2004.

The CM31 was accepted and placed on file.
The auditor was changed.

Yours truly

Registrar of Companies
RRA

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.gov.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384. Fax (012) 328 3051, www.cipro.gov.za



From: Murray, Tyrrel
Sent: 31 May 2004 01:16 PM
To: Lotz, Michelle; Oosthuizen (Investor Relations) Nico L
Subject: AGM

2004-05-31 09:54:23

METROPOLITAN HOLDINGS LIMITED - ANNUAL GENERAL MEETING

METROPOLITAN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

Registration number: 2000/031756/06

JSE Code: MET

NSX Code: MTD

ISIN Code: ZAE000050456

("Metropolitan")

ANNUAL GENERAL MEETING

Shareholders are advised that at the annual general meeting of the members of Metropolitan held in Bellville, Cape Town on Wednesday 26 May 2004, ordinary resolution number 6, relating to the placement of unissued ordinary shares under the control of the directors, was withdrawn.

The requisite majority of shareholders passed all the remaining ordinary and special resolutions.

Cape Town

31 May 2004

Sponsor in South Africa

Merrill Lynch South Africa (Pty) Limited

Sponsor in Namibia

Simonis Storm Securities (Pty) Ltd

Date: 31/05/2004 09:54:27 AM Produced by the JSE SENS Department

2004 05 25 10:56:03

Metropolitan Holdings Limited - Dealing in Securities by Directors

METROPOLITAN HOLDINGS LIMITED

Formerly New Africa Capital Limited

(Incorporated in the Republic of South Africa)

Registration number: 2000/031756/06

ISIN: ZAE000050456

JSE Share Code: MET

NSX Share Code: MTD

Dealing in Securities by Directors

In accordance with the requirements of paragraphs 3.63 to 3.74 of the JSE Securities Exchange South Africa Listing Requirements ("Listings Requirements" the following transaction should be noted:

Director	:	Prof W P Esterhuyse
Date of transaction	:	20 May 2004
Price	:	R7-50
Amount	:	10 000
Class	:	Ordinary
Nature of transaction	:	Purchase
Ent of interest	:	Direct

Prior written approval in terms of paragraph 3.66 of the Listings Requirements has been obtained.

Cape Town

25 May 2004

Sponsor in South Africa

Merrill Lynch South Africa (Pty) Limited

Date: 25/05/2004 10:56:03 AM Produced by the JSE SENS Department

update

METROPOLITAN
HOLDINGS LIMITED



26 May 2004

Update is a newsletter produced by the investor relations department of Metropolitan Holdings Limited. It provides information on the different businesses in the group as well as financial news. Contact Nico Oosthuizen on (021) 9406111 or Sue Snow on (021) 940-6119 or send an e-mail to noosthuizen@metropolitan.co.za or ssnow@metropolitan.co.za for further information.

Operational performance for the three months ended 31 March 2004

New business premiums

	3 months to 31-Mar-02 <i>Rm</i>	3 months to 31-Mar-03 <i>Rm</i>	3 months to 31-Mar-04 <i>Rm</i>	% change
Recurring premiums				
Retail business	126	125	171	37
Corporate business	16	67	54	(19)
International business	25	25	25	0
Individual life	24	24	20	(17)
Employee benefits	1	1	5	400
	167	217	250	15
Single premiums				
Retail business	162	217	202	(7)
Corporate business	209	133	245	84
International business (incl EB)	29	5	6	20
	400	355	453	28
Total NB premiums	567	572	703	23
APE	224	253	295	17

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Comments

- These are provisional figures only, ie they are subject to adjustment at the year-end valuation.
- The basis on which the figures have been calculated is the same as that used for embedded value purposes. Premium income is included from the date on which policies come into force as opposed to the date on which they are accepted. (Figures calculated on the latter basis are normally referred to as production figures.) It should be noted that there can be a delay of up to three months between these two dates.
- The new business figures shown above are all net of outside shareholders' interests.
- Metropolitan Botswana was 75% owned throughout the period.
- The ownership of Metropolitan Namibia decreased from 100% to 80.2% with effect from 1 November 2002. On 1 July 2003 it decreased further to 76.8%.

Retail business

The recovery experienced in 2003 continued in the first quarter of 2004. The number of new policies and the average premium per new policy increased across most distribution channels, confirmation of sustained growth in market share thanks to our ongoing efforts in the field.

An impressive growth percentage was achieved. Early indications are that the uptrend will be maintained for the rest of the year, but because of the higher base, the percentage will be lower.

The biggest improvement in both production and persistency was achieved by the general intermediaries channel. On the recurring premium side there was a marked drop-off in direct marketing business.

In 2002 the market was cautioned that the phenomenal growth of Metropolitan Direct during that year was not likely to continue into 2003, given that most of the new business being written emanated from a single retail source.

Although the full effect of this phenomenon was not felt in 2003, as anticipated, the downside thereof is now becoming apparent. With a view to reversing this trend, we are implementing an alternative approach, involving an extensive restructuring that began in March this year.

As a first step, the top management team was rationalised and a boutique direct marketing business, Directfin Solutions, established. From the beginning of June, all direct marketing call centre and direct mail activity will be outsourced to Directfin while we will continue to administer both existing and new direct marketing business.

Overall, retail field staff numbers and retention rates are still rising thanks to enhanced recruitment and training. Selected brokers who are not able to retain their independence in the new regulatory environment are also being brought into the fold.

Lapses at inception remain a key area of focus because although the downtrend that began in 2003 is continuing, we are keen to see further improvement. Lapses as a percentage of gross premiums received were down 11% quarter on quarter.

As far as expenses are concerned, the focus on reducing unit costs is continuing and management remains committed to containing administration expenses, which for the group as a whole are budgeted not to exceed actual expenses for 2003. At the end of the first quarter we were on track to achieve this objective.

Corporate business

Metropolitan Employee Benefits

Total recurring premium income increased considerably compared to the equivalent period in 2003, driven mainly by a resumption of investment cashflows on some large smoothed bonus client funds. Although new recurring premium income was slightly below that for the first quarter of 2003, the latter figure was inflated by one particularly large group life contract written in January that year. Several new risk contracts have been signed subsequent to 31 March, with additional risk business in the pipeline, which augurs well for the remainder of 2004.

The growth in single premium income, generated by several large contracts from a wide spread of sought-after clients, was particularly pleasing given that conditions in this market are still extremely challenging.

Overall, we are experiencing satisfactory inflows of both investment only (smoothed bonus) and risk business along with restored investor confidence on the back of the recovery in the equity markets. The prospect of reduced volatility provided by smoothed bonus funds retains its allure for risk-averse investors, and the fact that bonus stabilisation reserves improved during the first quarter added considerably to the appeal of these products for trustees and fund members alike. The higher margins on investment business make it particularly attractive from a fund manager perspective.

Our new multi-manager smoothed bonus product, launched during the first quarter, has earned high praise from brokers, including several 'best of breed' accolades.

Outflows as a result of member investment switching and withdrawals increased. Early retirements, retrenchments and in particular individual investment choice played an important role. Switching is set to become a key factor with which all fund managers will have to contend in future, making the need for member education even more imperative than before. Switches tend to be concentrated in the first and, to a lesser extent, the third quarter. At this stage, however, we do not expect the full year's experience to be significantly out of line with assumptions.

Metropolitan Employee Benefits was awarded two PMR (Professional Management Review) diamond awards (1st in industry) in February – for group pension and provident fund administration, and for the provision of innovative investment products. This, together with our unparalleled BEE credentials, considerably enhances our ability to compete for new business.

Metropolitan Asset Managers

The global managed fund, which represents the MetAM house view, achieved an absolute return of 3.3% for the first quarter of the year, outperforming its internal benchmark by 1.2%. In total, shareholder funds outperformed the global managed fund. The majority of internal funds beat their internal benchmarks for the first three months of 2004. Asset allocation and improved stock selection made positive contributions to relative performance.

For the same period, MetAM achieved 5th position in its peer group (the ten companies included in the Alexander Forbes Large Manager Watch), where the highest return was 3.8% and the lowest 2.4%. However, in the larger Alexander Forbes Best Investment View Survey we were ranked in the top quartile.

Metropolitan Collective Investments

First quarter inflows, mostly into white label portfolios, were steady, at a level of overall profitability consistent with that of the 2003 financial year.

Metropolitan Property Services

Once again, benchmark-beating returns were achieved, while vacancy levels remained below the market average. The company retained its IPD (UK-based International Property Databank) ranking amongst the top performers in the property sector.

International business

There was a marginal slowdown in the international arena, a relatively small part of the group, where new business volumes were down but values were of a similar magnitude. The establishment of a new company in Lesotho continued to ensure sharper focus on operations in that country. In Namibia, the limitations imposed by government on insurance-related payroll deductions put a damper on growth. As far as Botswana is concerned, the industry's image is suffering because maturity pay-outs under life insurance products sold in that country are currently below projected values due to poor investment market performance. Administration costs were well contained in all three countries.

Health business

The new full administration, franchise and managed care (Qualsa) contracts that MHG was awarded towards the end of last year came into effect on 1 January. Qualsa secured further managed care, HIV/AIDS management, disease risk management, pharmaceutical benefit management and prescribed minimum benefit management contracts during the course of the first quarter.

On the franchising front, the number of principal members under administration was 108% up - from 37 410 to 77 973 - compared to the first quarter of 2003, while the number of principal members under full administration increased by 8% from 244 273 to 262 784.

MHG now provides rapid payment services, known as Financial Administration System Technologies (FAST), to some 2 000 service providers, including pharmacies. The company's incentivised wellness and loyalty programme, The Good Life (TGL), is being rolled out to non-medical aid as well as existing medical aid clients.

Service levels were maintained throughout this expansion, while profit margins were higher thanks to a measure of excess capacity in 2003.

Corporate developments

Repurchase of shares

Metropolitan repurchased 35 376 184 ordinary Metropolitan shares that were previously held by New Africa Investments Limited (NAIL) at a price of R238 741 929 from Capricorn Capital Partners Holding Company (Pty) Ltd. In accordance with JSE regulations, all of these shares were cancelled.

2004 empowerment rankings

The results of the *Top Empowerment Companies* survey, ranking South Africa's top 200 listed companies in terms of their empowerment credentials, were announced on 29 April. The research was conducted by empowerment rating agency *Empowerdex* in conjunction with the *Financial Mail*.

Metropolitan was rated the most empowered company in the financial services sector (2003: 1st in the insurance sector), and achieved 4th position in the all-sector rankings (2003: 8th).

update

METROPOLITAN
HOLDINGS LIMITED



17 June 2004

Update is a newsletter produced by the investor relations department of Metropolitan Holdings Limited. It provides information on the different businesses in the group as well as financial news. Contact Nico Oosthuizen on (021) 9406111 or Sue Snow on (021) 940-6119 or send an e-mail to noosthuizen@metropolitan.co.za or ssnow@metropolitan.co.za for further information.

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Metropolitan and Kagiso Trust Investments in strategic business partnership

Metropolitan, currently ranked - in empowerment terms - 1st in the financial services sector amongst SA's top 200 listed companies (Financial Mail/Empowerdex, April 2004), today announced that it is entering into a strategic partnership with another prominent empowerment group in the sector, Kagiso Trust Investments (KTI).

Metropolitan will issue five-year convertible preference shares worth R540 million to KTI, an amount slightly in excess of 10% of Metropolitan's total issued share capital subsequent to the issue, as a first step in what both parties see as a long-term business relationship.

The issue price of R7.12 is based on a weighted average of the price paid for the shares bought back by Metropolitan earlier in the year, and a thirty-day volume weighted average trading price of Metropolitan shares on the JSE.

KTI is funding the transaction via a capital investment of R30 million plus financing of R510 million, provided by a consortium of banks on commercial terms.

KTI will enjoy full economic and voting rights in respect of the preference shares, which will be convertible into ordinary shares in Metropolitan on a one-for-one basis in years four and five.

The preferential half-yearly dividend payable to KTI can increase based on pre-determined quantitative performance measures for Metropolitan, as well as KTI's contribution as partners with reference to qualitative deliverables, agreed mutually in advance.

In other words, the deal is structured in such a way that KTI will, provided it helps Metropolitan exceed the specified growth rate, own a substantial stake in the group, debt free, in the foreseeable future.

This new alliance should see Metropolitan, which is already growing at a faster rate than its competitors, surge even further ahead.

Group chief executive Peter Doyle says that Metropolitan selected KTI as its partner because the two groups share a similar business culture centered around people, trust and performance. Profit is of prime importance to both businesses, but so is the development of people. Trust and integrity are the cornerstones on which they are built.

KTI's strong focus on and extensive experience in financial services was also key, as was its proven track record. Over the past decade (KTI was established in 1993) the group has achieved high annual growth in net asset value thanks to the business acumen, leadership abilities and extensive networks of its co-founders, executive chairman Eric Molobi and managing director Johnson (JJ) Njeke.

"The fact that our two groups think alike in regard to empowerment is equally vital. For example, having the Kagiso Trust as its main shareholder means that KTI's beneficial ownership is widely spread. Our existing empowerment ownership, directly via staff and indirectly via policyholders and retirement fund members, is broad based, and for us it is crucial that the economic benefits of the transaction be distributed as universally as possible."

Both Molobi and Njeke are to be appointed to the main board of Metropolitan, with group executive Andile Sangqu as an alternate director.

"We are committed to actively assisting the management of Metropolitan to promote the business interests of the group, and we will also be getting involved at a subsidiary level over time," says Molobi.

"From our perspective, the proposed transaction creates the opportunity for us, as a significant empowerment group focused on financial services, to become the largest shareholder in Metropolitan. It provides us with an excellent way of extending our existing investment banking activities, gives us a significant entry point into the life insurance market and is entirely consistent with our investment strategy.

"Metropolitan is our partner of choice because they approach empowerment holistically and treat it in all its manifestations – from skills development to employment equity, from board representation to executive management, from affirmative procurement to social investment – as a business imperative."

Although Metropolitan will, through this transaction, meet another of the requirements of the Financial Sector Charter, Doyle emphasises that the group will not sit back and relax. "The board will be looking to KTI to support us in our ongoing transformation efforts in the area of ownership as in all other aspects of empowerment."

Metropolitan has existing direct black ownership of 4.5% via its staff, as well as estimated indirect black ownership of 12.5% via policyholders and retirement fund members, which, together with the KTI holding of 10%, means that it will exceed the overall ownership target of 25% immediately the transaction becomes effective.

Once the initial stage has been bedded down, the parties will consider a second leg to the transaction, involving an additional stake of up to 10% and including members of Metropolitan's staff, to broaden the base of their empowerment partnership still further.

The board of Metropolitan has recommended the transaction to shareholders for approval, including authority to issue the requisite 75.8 million convertible preference shares. The exact quantum of the dilution in shareholder value has to be confirmed by independent advisors but Doyle says in-house evaluations indicate that it is well within acceptable levels given the enhanced profit potential that the partnership brings with it.

"As in any partnership, signing the contract is the easy step; now comes the real test – making the partnership work, making sure it's sustainable and continues to add value. But because we're confident we have the right partner in KTI, we believe that together we can do exactly that! "

end

Metropolitan Holdings Limited
Registration number: 2000/031756/06
JSE share code: MET
NSX share code: MTD
ISIN: ZAE000050456
("Metropolitan" or "the group")

Kagiso Trust Investments (Pty) Ltd
Registration number: 1993/007845/07

("KTI")

Terms of Metropolitan's broad-based black economic empowerment ("BEE") transaction

1. INTRODUCTION

Metropolitan is a leading black economic empowerment company and is constantly seeking opportunities to enhance its empowerment status. Metropolitan has been involved for some time in developing an appropriate broad-based black economic empowerment ownership strategy to meet its overall empowerment objectives and to comply with the ownership requirements applicable to it, as contained in the Financial Sector Charter and related black empowerment legislation governing the financial sector in South Africa.

As part of this empowerment strategy, Metropolitan wishes to offer certain eligible black companies and investors the opportunity to subscribe for a meaningful stake in the enlarged issued share capital of Metropolitan.

Shareholders are advised that Metropolitan and Kagiso Trust Investments (Proprietary) Limited ("KTI"), a subsidiary of Kagiso Trust, a long-established broad-based empowerment entity, have concluded an agreement that will result in KTI acquiring a 10% interest in Metropolitan ("the transaction").

2. KAGISO TRUST AND KTI

The Kagiso Trust is a broad-based charitable organisation set up by the SA Council of Churches in the mid 1980s. It was established to provide assistance to underprivileged communities, with a focus on education, healthcare and general poverty alleviation. KTI was formed in December 1993 by the Kagiso Trust as a vehicle to generate sustainable, long-term financial support to Kagiso Trust for the purpose of community development and to achieve true economic empowerment through active, operational involvement in underlying strategic investments.

The ultimate beneficiaries of the Kagiso Trust are the projects and communities that it supports. The Kagiso Trust is generally recognised as one of South Africa's leading broad-based BEE groups.

KTI provides strategic and operational support to its partners. It adopts a proactive approach to investments, with a strong emphasis on business development and strategic positioning.

3. RATIONALE

Metropolitan was ranked first in the financial services sector and fourth overall in terms of empowerment in the April 2004 Financial Mail Top Empowerment Companies publication. This survey ranks the top 200 listed companies in South Africa in conjunction with empowerment rating agency Empowerdex.

The survey rates companies in terms of a number of factors. Metropolitan scored very well in the management (93.6%), employment equity (74.8%) and skills development (91.6%) categories but did not perform as well in terms of ownership.

The transaction will be a first step in addressing the issue of direct and strategic ownership, thereby confirming Metropolitan's commitment to BEE and both preserving and enhancing Metropolitan's business opportunities.

4. SALIENT TERMS OF THE TRANSACTION

KTI, through a wholly-owned private company ("Newco"), will procure the incorporation of a private company ("the SPV") to be the vehicle for the financing of the transaction. Newco will subscribe for 100% of the issued ordinary share capital of the SPV for a total subscription price of R30 million.

The SPV will issue redeemable preference shares ("SPV Prefs") for an aggregate issue consideration of R510 million to a consortium of banks comprising RMB, Absa and Nedbank Capital ("the Bank Consortium"). The SPV will therefore receive funds totalling R540 million.

Metropolitan will create 75 842 650 convertible redeemable preference shares at a par value of 0.0001 cents each ("the Met Prefs") and issue such Met Prefs to the SPV at a subscription price of R7,12 per share ("the Issue Price"), totalling R540 million.

The Issue Price of the Met Prefs was based on the weighted average of the price of the Metropolitan ordinary shares ("the Met Ords") re-purchased by Metropolitan earlier in the year at R6.75 per Met Ord (shareholders are referred to the announcement published on SENS on 13 April 2004), and the 30 day volume weighted average price at which the Met Ords traded on the JSE Securities Exchange South Africa ("the JSE") as at 18 May 2004.

5. THE TERMS OF THE MET PREFS

5.1. Type

The Met Prefs are cumulative convertible redeemable participating preference shares. These shares will not be listed on the JSE; however, application will be made to the JSE for listing of the Met Ords once conversion has taken place.

5.2. Duration

The Met Prefs are convertible into Met Ords on a one for one basis after year three and then, if not converted, compulsorily redeemable on the fifth anniversary of the date of issue. The Met Prefs will become immediately redeemable if there is an early redemption of the SPV Prefs.

5.3. Voting

Although the Met Prefs will not be listed, they will carry voting rights *pari passu* with the Met Ords. A dispensation in this regard has been granted by the JSE subject to certain conditions.

5.4. Dividends

The dividends will be paid semi-annually in arrears on 30 September and 31 March each year.

The coupon payable by Metropolitan on the Met Prefs will be the sum of the following margins:

5.4.1. 74% of the prime rate as charged by FirstRand Bank Limited;

5.4.2. an initial margin of 0.5%;

5.4.3. an additional performance margin of 0.5% every six months on the achievement by KTI of certain qualitative milestones agreed between KTI and Metropolitan for each period in advance, which will be paid on the next dividend payment date, and then semi-annually until the redemption of the Met Prefs;

5.4.4. an additional out-performance quantitative margin calculated semi-annually, based on the average of the annualised growth in dividend per share, value of new business and core headline earnings per share ("the Financial Ratios") achieved by Metropolitan in excess of 9%. The out-performance margins range between 0.065% and 0.545%, and will be paid on the dividend date following the

period in which the growth in the Financial Ratios is achieved, and thereafter semi-annually until redemption of the Met Prefs.

5.5. Special Dividends

5.5.1. An additional amount of R3 616 668 will be paid on the Met Prefs, together with the first dividend.

5.5.2. Any special dividend declared and / or reduction of capital authorised by Metropolitan on the Met Ords will result in a similar special dividend paid and / or a corresponding reduction of Met Pref capital.

6. UNDERTAKING BY KTI

6.1. KTI will, for as long as it is a shareholder, directly or indirectly, in more than 2,5% of Metropolitan's issued share capital:

6.1.1. not conclude or participate in any transaction with a business competing with Metropolitan, if it will acquire, directly or indirectly, an interest in such business that exceeds 2,5% of the value of such business;

6.1.2. not carry on or be interested or engaged, directly or indirectly, in any business that competes with Metropolitan;

6.1.3. procure that no executives of KTI or its direct or indirect subsidiaries will be represented on the board or be involved in the management of any business competing with Metropolitan;

without Metropolitan's prior written consent.

6.2. This provision will not prohibit KTI or any of its subsidiaries from carrying on any business currently conducted by them or prevent any company in which KTI has an indirect interest but which is not controlled by KTI or its subsidiaries from expanding its existing business.

7. APPOINTMENT OF METROPOLITAN DIRECTORS

KTI will initially be entitled to nominate two persons for appointment as directors of Metropolitan.

8. RESTRICTION ON DISPOSAL OF SHARES

8.1. During the first five years the SPV will be entitled to dispose of any Met Ords into which any Met Prefs may have been converted, provided that:

8.1.1. after such disposal the number of Met Prefs and Met Ords held by the SPV does not fall below 10% of the total number of Metropolitan shares in issue immediately after these Met Prefs are issued ("the 10% Threshold");

8.1.2. the proceeds are either deposited with the Banking Consortium or utilised to redeem SPV Prefs; and

8.1.3. Metropolitan's written consent to such disposal is obtained.

8.2. In the period from the fifth anniversary to the tenth anniversary of the issue date of the Met Prefs, the SPV will be freely entitled, without the consent of Metropolitan, to sell Met Ords to the extent that after such sale the number of Met Prefs and Met Ords held by the SPV does not fall below the 10% Threshold. Between the fifth anniversary and the tenth anniversary, any sale of Met Ords in excess of the number which the SPV is entitled to sell pursuant to this sub-clause may only take place with the prior written consent of Metropolitan.

8.3. After the tenth anniversary, the SPV will be freely entitled to sell any or all of the Met Ords held by it, provided it has first offered such shares to Metropolitan or its nominee.

9. OPINIONS AND RECOMMENDATION

In terms of the Listings Requirements of the JSE, the transaction will be classified as a specific issue of convertible securities for cash. Accordingly, the transaction requires an opinion relating to the fairness and reasonableness of the transaction from an independent advisor. This fair and reasonable opinion will be

included in the circular to shareholders referred to in paragraph 13 which will set out the details of the transaction.

The board believes the transaction to be fair and reasonable and in the best interests of Metropolitan and its shareholders and unanimously recommends that shareholders vote in favour of the resolutions to be considered at a general meeting to be convened specifically for this purpose. In respect of their own holdings of Metropolitan shares, the Metropolitan board members intend to vote in favour of the resolutions to be presented at the general meeting.

10. CONDITIONS PRECEDENT

The transaction is subject to the fulfillment of the following conditions precedent:

- KTI approving all the financing agreements;
- the conclusion of all the financing agreements and the fulfilment or waiver of the conditions to which those agreements are subject;
- the unqualified regulatory approvals for this transaction;
- the unqualified approval of the boards of KTI and Metropolitan;
- the approval by the requisite majority of Metropolitan shareholders in a general meeting of all the resolutions necessary to give effect to this transaction; and
- the appointment of the two KTI nominees as directors of Metropolitan.

11. EFFECTIVE DATE

The effective date of the transaction is expected to be 1 October 2004.

12. FINANCIAL EFFECTS

The unaudited pro-forma financial effects are presented for illustrative purposes only, and because of their nature may not be a fair reflection of Metropolitan's financial position after the transaction, nor of Metropolitan's future earnings.

Note	Actual before the transaction	Pro-forma after the transaction	Increase / (Decrease) (%)
Earnings per ordinary share (cents)	152.22	147.34	(3.2)
Headline earnings per ordinary share (cents)	159.80	154.57	(3.3)
Core headline earnings per ordinary share (cents)	62.09	61.28	(1.3)
Adjusted net asset value per ordinary share (cents)	715	716	0.1
Embedded value per ordinary share (cents)	1 068	1 053	(1.4)
Actual number of ordinary shares in issue (millions)	707	740	4.7
Weighted average number of ordinary shares in issue (millions)	699	732	4.7

Notes:

- 1) The pro-forma financial effects of the transaction set out above are based on the following assumptions:
 - a) The earnings, headline earnings, core headline earnings, adjusted net asset value and embedded value per share reflected in the "before" column were extracted from Metropolitan's audited results for the year ended 31 December 2003; and

- b) it is the intention of the parties, and of the transaction, that the Met Prefs convert into Met Ords within five years; therefore they have been treated as Met Ords to illustrate the fully diluted position.
- 2) For the purposes of calculating the unaudited pro-forma earnings, headline earnings and core headline earnings per Metropolitan share, it was assumed that:
 - a) Investment income at an after-tax rate of 6.3% per annum (assuming a tax rate of 30%) was earned on the cash funds during the year ended 31 December 2003;
 - b) Metropolitan issued 75 842 650 new shares to KTI on 1 January 2003;
 - c) Metropolitan re-purchased 35 376 184 shares for R238 741 929 from Capricorn on 1 January 2003;
 - d) Metropolitan re-purchased 7 371 002 shares through the market for R54 545 415 on 1 January 2003;
 - e) costs totalling R4 500 000 million were written off against the share premium account on 1 January 2003; and
 - f) the special dividend of R3 616 668 was paid on 31 March 2003.
- 3) For the purposes of calculating the unaudited pro-forma adjusted net asset value and embedded value per Metropolitan share:
 - a) It was assumed that the transactions noted in 2 (a) to (e) above took place on 31 December 2003; and
 - b) The Met Prefs have been treated as Met Ords.

13. DOCUMENTATION

A circular containing full details of the transaction, the creation of the Met Prefs and including a notice of general meeting and the opinion of the independent advisor, will be posted to Metropolitan shareholders in due course.

14. WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

The cautionary issued on 26 May 2004 is hereby withdrawn.

Cape Town
17 June 2004

Sponsor to Metropolitan
Merrill Lynch South Africa (Pty) Ltd

Financial advisor to Metropolitan and arranger
Khumo Bathong Capital (Pty) Ltd

Attorneys to Metropolitan and transaction attorney
Deneys Reitz Inc

Attorneys to KTI
Webber Wentzel Bowens

Financial adviser to KTI
N M Rothschild & Sons (South Africa) (Pty) Ltd

From: Murray, Tyrrel
Sent: 22 June 2004 02:01 PM
To: Lotz, Michelle
Subject: BOARD APPOINTMENTS

2004-06-17 12:15:01

METROPOLITAN HOLDINGS LIMITED - CHANGES TO THE BOARD OF DIRECTORS

Metropolitan Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 2000/031756/06

JSE Code: MET

NSX Code: MTD

ISIN Code: ZAE000050456

("Metropolitan")

CHANGES TO THE BOARD OF DIRECTORS

In compliance with Section 3.59 of the Listings Requirements of the JSE

Securities Exchange South Africa, notice is hereby given that:

Messrs Eric Molobi and JJ Njeke will be appointed as directors of Metropolitan with effect from 1 July 2004 and Mr Andile Sangqu will be appointed as an alternate director to Mr Molobi. These newly appointed directors will hold office until the next annual general meeting of Metropolitan whereafter they will be eligible for re-election.

Cape Town

17 June 2004

Sponsor in South Africa

Merrill Lynch South Africa (Pty) Limited

Sponsor in Namibia

Simonis Storm Securities

Date: 17/06/2004 12:15:02 PM Produced by the JSE SENS Department



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

Date: 24/06/2004

Our Reference: 14535170
Box: 51912
Sequence: 32

SEKRETARI
Basket: SEKR01

RE: Amendment to Company Registration
Company Number: 2000/031756/06
Company Name: METROPOLITAN HOLDINGS

We have received a CM14A from you dated 03/05/2004.

The CM14A was accepted and placed on file.

Yours truly

Registrar of Companies

PVD

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.gov.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za



**OPGAWE VAN VERKRYGING DEUR 'N MAATSKAPPY VAN AANDELE DEUR HOM
UITGEREIK/BETALINGS AAN AANDEELHOUERS
RETURN OF ACQUISITIONS BY A COMPANY OF SHARES ISSUED BY IT/PAYMENTS TO
SHAREHOLDERS**

(Artikels/Sections 55, 57, 90)

Registrasienuommer van Maatskappy
Registration Number of Company
2000/U31756/06

**REGISTRAR VAN MAATSKAPPYE
EN VAN BESLOTE KOOPOPERINGS
2004-06-22
REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS
03/05/04**

Naam van Maatskappy
Name of Company **Metropolitan Holdings Limited**

Acquisition date
Verkrygingsbetalingsdatum **03/05/04**

1. Gemagtigde kapitaal van maatskappy / Authorised capital of company:

PAR VALUE			
Getal aandele Number of shares	Klas van aandele Class of shares	Nominale bedrag van elke aandeel Nominal amount of each share R	Gemagtigde kapitaal Authorised capital R
1 000 000 000	Ordinary	0.000001	1 000.000000
Totaal Total		Totaal Total	1 000.000000

NO PAR VALUE	
Getal aandele Number of shares	Klas van aandele Class of shares
Totaal Total	

Moet deur die Maatskappy ingevul word - To be completed by the Company

Erkenning van ontvangs van opgawe van verkryging van aandele deur hom uitgereik/betalings aan aandeelhouers, gedateer
Acknowledgement of receipt of return of acquisitions by a company of shares issued by it/payments to shareholders, dated

Naam van Maatskappy
Name of Company **Metropolitan Holdings Limited**

Posadres
Postal address **P O Box 212
Bellville
7535**

Datum van ontvangs deur
Registrateur van Maatskappye

Date of receipt by Registrar of
Companies

Datumstempel van Registrasie-
kantoor vir Maatskappye

2004-05-23
REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

PAR VALUE			
Getal aandele Number of shares	Klas van aandele Class of shares	Nominale bedrag van elke aandeel Nominal amount of each share R	Bedrag van uitgereikte opbetaalende kapitaal Amount of issued paid-up capital R
711 978 077	Ordinary	0.000001	711.978077
Totaal Total		Totaal Total	711.978077

NO PAR VALUE			
Getal aandele Number of shares	Klas van aandele Class of shares	Uitreikings prys per aandeel Issue price per share R	Verklaarde kapitaal Stated Capital R
Totaal Total		Totaal Total	

Opsomming van totale uitgereikte kapitaal soos op die opgawe van toewysings aangetoon:
Summary of total issued capital as shown on the return of allotments:

Bedrag van uitgereikte opbetaalde kapitaal - Amount of issued paid-up capital	R	<u>711.978077</u>
Verklaarde kapitaal - Stated Capital	R	_____
Premierekening - Premium account	R	<u>2 300 696 616.713430</u>
Totale uitgereikte kapitaal - Total issued capital	R	<u>2 300 697 328.691507</u>

3. Besonderhede van betalings wat nie in Deel 4 aangetoon is nie.
Particulars of payments not indicated in Part 4.

	Gesamte aantal aandele Number of shares	Klas van aandele Class of shares	Nominale bedrag van elke aandeel Nominal amount of each share R	Bedrag van uitgereikte opbetaalde kapitaal Amount of issued paid-up capital R
	7.371002	Ordinary	0.000001	7.371002
Totaal Total	7.371002		Totaal Total	7.371002

NO PAR VALUE				
	Gesamte aandele Number of shares	Klas van aandele Class of shares	Uitreikings prys per aandeel Issue price per share R	Verklaarde kapitaal Stated capital R
Totaal Total			Totaal Total	

5. Uitgereikte kapitaal van maatskappy op datum van hierdie opgawe: Issued capital of company at date of this return:

PAR VALUE				
	Gesamte aandele Number of shares	Klas van aandele Class of shares	Nominale bedrag van elke aandeel Nominal amount of each share R	Bedrag van uitgereikte opbetaalde kapitaal Amount of issued paid-up capital R
	704 607 075	Ordinary	0.000001	704.607075
Totaal Total	704 607 075		Totaal Total	704.607075

NO PAR VALUE				
	Gesamte aandele Number of shares	Klas van aandele Class of shares	Uitreikings prys per aandeel Issue price per share R	Verklaarde kapitaal Stated capital R
Totaal Total			Totaal Total	

Opsomming van totale uitgereikte kapitaal op datum van hierdie opgawe:

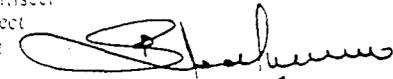
Summary of issued capital as at the date of this return:

Bedrag van uitgereikte opbetaalde kapitaal - Amount of issued paid-up capital	R	<u>704.607075</u>
Verklaarde kapitaal - Stated Capital	R	
Premierekening - Premium account	R	<u>2 245 582 271.894430</u>
Totale uitgereikte kapitaal - Total issued capital	R	<u>2 245 582 976.501505</u>

Datum
Date 11 MAY 2004

Rubriektempel van maatskappy, as daar is, of van sekretarisse
Rubric stamp of company, if any, or of secretaries

Korrek gesertifiseer
Certified correct
Handtekening
Signature

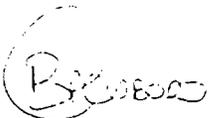


Direktour/Bestuurder Sekretarisse - Director/Manager Secretary

IT WAS RESOLVED:

"THAT the board of directors of the company and of any subsidiary of the Company be and they are hereby authorised by way of a general approval to approve the acquisition of any of the Company's shares by the Company or its subsidiaries, subject always to the provisions of the Companies Act and the Listings Requirements of the JSE Securities Exchange SA and any other stock exchange upon which the shares of the Company may be quoted or listed from time to time, and subject to such other conditions as may be imposed by any other relevant authority, and subject further to the following conditions:

- this general approval shall be valid only until the Company's next following annual general meeting, provided that it does not extend beyond 15 months from the date of this resolution during which time this general approval may be varied or revoked by special resolution passed at a general meeting of the Company;
- this general approval to acquire shares be limited in the case of an acquisition by the Company of its own shares to a maximum of 20% of the Company's issued share capital of that class at the time the approval is granted;
- in the case of an acquisition by a subsidiary company of shares in its holding company, to a maximum of 10% of that holding company's issued share capital of that class at the time the approval is granted;
- acquisition will not be made at a price more than 10% above the weighted average of the market value of the shares concerned for the five business days immediately preceding the date of the acquisition;
- the capital adequacy requirements, applicable to the Company, will not be compromised."



MRS B GOBODO-MBOMVU
GROUP COMPANY SECRETARY
2004-05-12

Date: 26/07/2004

Our Reference: 14553986
Box: 52199
Sequence: 34

METROPOLITAN HOLDINGS
P O BOX 2212
BELLVILLE
7535

RE: Amendment to Company Information
Company Number: 2000/031756/06
Company Name: METROPOLITAN HOLDINGS

We have received a CM29 (Contents of register of directors, auditors and officers) from you dated 21/06/2004.

The CM29 was accepted and placed on file.

The following change was effected:

Add Record
Surname = MOLOBI
First Names = ERIC
Status = Active

The following change was effected:

Add Record
Surname = NJEKE
First Names = MFUNDISO JOHNSON NTABANKULU
Status = Active

The following change was effected:

Add Record
Surname = SANGQU
First Names = ANDILE HESPERUS
Status = Active

Yours truly

Registrar of Companies

EMI

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.gov.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:
Registrar of Companies & Close Corporations
P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za

the dti
THE DEPARTMENT
OF TRADE AND INDUSTRY
SOUTH AFRICA



Date: 17/08/2004

Our Reference: 14681583
Box: **53850**
Sequence: **9**

BONGIWE GOBODO-MBOMVU
P O BOX 2212
BELLVILLE
7535

RE: Amendment to Company Information
Company Number: 2000/031756/06
Company Name: METROPOLITAN HOLDINGS

We have received a CM52 (Exemption from lodging annual financial statements) from you dated 02/06/2004.

The CM52 was accepted and placed on file.

Yours truly

Registrar of Companies

ICZ

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.gov.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za

THE DEPARTMENT
OF TRADE AND INDUSTRY
SOUTH AFRICA



RECEIVED

2004 NOV 23 A 11:59

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

METROPOLITAN HOLDINGS LIMITED

CIRCULAR TO SHAREHOLDERS

**THE PROPOSED BLACK ECONOMIC EMPOWERMENT
TRANSACTION WITH
KAGISO TRUST INVESTMENTS (PROPRIETARY) LIMITED**

AND

ODD-Lot OFFER

AUGUST 2004

METROPOLITAN
HOLDINGS LIMITED



THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Action Required

1. If you are in any doubt as to the action you should take in relation to this circular, please consult your Central Securities Depository Participant ("CSDP"), stockbroker, banker, accountant, legal adviser or other professional adviser immediately.
2. If you have disposed of all your shares in Metropolitan Holdings Limited ("Metropolitan"), please forward this circular to the stockbroker, banker or agent through whom you disposed of such shares.
3. If you are the registered holder of certificated Metropolitan shares or you hold dematerialised Metropolitan shares and have recorded your shareholding in your own name in the sub-register maintained by your CSDP, and if you are unable to attend the general meeting of shareholders of Metropolitan to be held at 11:00 on Wednesday, 1 September 2004 in the Auditorium, 7 Parc du Cap, Mispel Road, Belville, Cape Town and wish to be represented at the general meeting, you must complete and return the attached form of proxy (white) in accordance with the instructions contained therein so as to be received by the transfer secretaries, Computershare Investor Services 2004 (Proprietary) Limited (in South Africa) or Transfer Secretaries (Proprietary) Limited (in Namibia), by no later than 11:00 on Monday, 30 August 2004.
4. Shareholders who have dematerialised their Metropolitan shares (other than those shareholders whose shareholding is recorded in their own name on the sub-register maintained by their CSDP) must provide their CSDP with their voting instructions for the general meeting in terms of the custody agreement entered into between the dematerialised shareholder and the CSDP. If, however, such shareholders wish to attend the general meeting in person, they will need to request their CSDP to provide them with the necessary authority to attend and vote at the general meeting.
5. If you are a registered certificated holder of less than 100 certificated Metropolitan shares at the close of business on Friday, 17 September 2004 and have not completed and returned the attached form of election and surrender (blue) in accordance with the instructions detailed on such form so as to be received by the transfer secretaries by 12:00 on Friday, 17 September 2004, your Metropolitan shares will be automatically acquired by Metropolitan at the offer price plus a premium of 5% and the proceeds remitted to you upon surrender of your documents of title.
6. If you are a dematerialised shareholder and hold less than 100 Metropolitan shares at the close of business on Friday, 17 September 2004, and you fail to provide your CSDP or broker with your election, then your Metropolitan shares will be automatically acquired by Metropolitan at the offer price plus a premium of 5% and the proceeds credited to your account with your CSDP.

METROPOLITAN
HOLDINGS LIMITED 
METROPOLITAN HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2000/031756/06)
JSE Share Code: MET
NSX Share Code: MTD
ISIN: ZAE000050456
("Metropolitan" or "the Company")

Circular to shareholders

regarding:

- the creation, allotment and issue of 75 842 650 variable rate cumulative convertible redeemable preference shares of 0.0001 cents each;
 - the amendment of the Company's memorandum and articles of association;
 - an odd-lot offer, including:
 - the proposing of an odd-lot offer;
 - a specific authority for Metropolitan to repurchase its shares for the purpose of the odd-lot offer;
 - a specific authority for Metropolitan to issue shares for cash for the purpose of the odd-lot offer;
 - a general authority to make payments to shareholders;
- and incorporating:
- a notice of general meeting of shareholders;
 - a form of proxy (white); and
 - a form of election and surrender (blue) for the odd-lot offer.

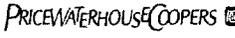
Legal adviser

DENEYS REITZ
ATTORNEYS

Sponsor and independent expert


Merrill Lynch
Global Markets & Investment Banking Group
Merrill Lynch South Africa (Pty) Ltd
Registration number 1995/012055/07
Registered Sponsor and Member of the
JSE Securities Exchange South Africa

Reporting accountant


PricewaterhouseCoopers Inc
Chartered Accountants (SA)
Registered Accountants and Auditors
(Registration no 1998/012055/21)

Corporate adviser


KHUMO BATHONG CAPITAL

Date of issue: 6 August 2004

1

CORPORATE INFORMATION

METROPOLITAN HOLDINGS LIMITED

Secretary and registered office

Mrs B Gobodo-Mbomvu
Metropolitan Holdings Limited
(Registration number 2000/031756/06)
7 Parc du Cap
Mispel Road
Bellville, 7530
(PO Box 2212, Bellville, 7535)
Telephone number: 021 940 5911

Legal advisers

Deneys Reitz Inc.
(Registration number 1984/003385/21)
8th Floor, Southern Life Centre
8 Riebeeck Street
Cape Town, 8001
(Private Bag X10, Roggebaai, 8012)

Sponsor in South Africa

Merrill Lynch South Africa (Proprietary) Limited
(Member of the Merrill Lynch group)
(Registered Sponsor and Member of the JSE
Securities Exchange South Africa)
(Registration number 1995/001805/07)
138 West Street
Sandown
Sandton, 2196
(PO Box 651987, Benmore, 2146)

Corporate Adviser and Debt Arranger

Khumo Bathong Capital (Proprietary) Limited
(Registration number 2004/005800/07)
Riverwoods Office Park
1st Floor, cnr Civin and Johnson Drive
Bedfordview, 2007
(P O Box 2031, Bedfordview, 2008)

Transfer secretaries in South Africa

Computershare Investor Services 2004
(Proprietary) Limited
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)
Telephone number: 011 870 8208

Sponsor in Namibia

Simonis Storm Securities (Proprietary) Limited
(Member of the Namibian Stock Exchange)
(Registration number 96/421)
Suite C, 152 Robert Mugabe Avenue
Windhoek
Namibia
(PO Box 3970, Windhoek)

Transfer secretaries in Namibia

Transfer Secretaries (Proprietary) Limited
(Registration number 93/713)
Shop 8, Kaiserkrone Centre
Post Street Mall
Windhoek
Namibia
(PO Box 2401, Windhoek)

Reporting Accountants

PriceWaterhouseCoopers Inc.
Chartered Accountants (SA)
Registered Accountants and Auditors
Waterhouse Place No 1
Century City, 7441
(PO Box 2799, Cape Town, 8000)

Independent Expert

Merrill Lynch South Africa (Proprietary) Limited
(Member of the Merrill Lynch group)
(Registered Sponsor and Member of the JSE
Securities Exchange South Africa)
(Registration number 1995/001805/07)
138 West Street
Sandown
Sandton, 2196
(PO Box 651987, Benmore, 2146)

KAGISO TRUST INVESTMENTS (PROPRIETARY) LIMITED

Registered Office

Kagiso House
16 Fricker Road
Illovo, 2196
(PO Box 55276, Northlands, 2116)

Corporate advisers

NM Rothschild & Sons (South Africa) (Pty) Limited
First Floor, Kagiso House
16 Fricker Road
Illovo, 2196
(PO Box 411332, Craighall, 2024)

Legal advisers

Webber Wentzel Bowens
10 Fricker Road
Illovo Boulevard
Johannesburg, 2196
(PO Box 61771, Marshalltown, 2107)

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Form of proxy (white)	Insert
Form of election and surrender (blue) for use by certificated shareholders in respect of the odd-lot offer	Insert

IMPORTANT DATES AND TIMES

2004

Election period for the odd-lot offer opens on	Friday, 6 August
Forms of proxy for the general meeting of shareholders to be received by the transfer secretaries by 11:00 on	Monday, 30 August
Offer price finalised and announced on SENS on	Tuesday, 31 August
Offer price published in the South African and Namibian press on	Wednesday, 1 September
General meeting of shareholders to be held at 11:00 on	Wednesday, 1 September
Results of the general meeting and finalisation announcement published on SENS on	Wednesday, 1 September
Results of the general meeting and finalisation announcement published in the South African and Namibian press on	Thursday, 2 September
Last day to trade in order to participate in/be eligible for the odd-lot offer on	Friday, 10 September
Shares trade "ex" odd-lot offer	Monday, 13 September
Election period for the odd-lot offer closes at 12:00 on (See note 2)	Friday, 17 September
Forms of election and surrender (together with relevant documents of title/cheque/banker's draft, as applicable in respect of certificated shareholders) for the odd-lot offer to be received by the transfer secretaries by 12:00 on (See note 2)	Friday, 17 September
Record date to determine those shareholders entitled to participate in the odd-lot offer at the close of business on	Friday, 17 September
Results of the odd-lot offer announcement on SENS on	Monday, 20 September
Implementation of the odd-lot offer takes effect at the commencement of business on	Monday, 20 September
Accounts of dematerialised odd-lot holders updated and debited/credited at CSDP/broker in respect of the odd-lot offer, cheques posted to certificated odd-lot holders who have elected to sell their odd-lots and share certificates posted to shareholders who have elected to acquire additional shares, from	Monday, 20 September
Results of the odd-lot offer published in the South African and Namibian press on	Tuesday, 21 September
Expected date of issue of the unlisted Met prefs	Friday, 1 October

Notes:

1. Any Metropolitan shares purchased on the JSE or NSX after Friday, 10 September 2004 will not be eligible to participate in the odd-lot offer.
2. Dematerialised odd-lot holders are required to notify their duly appointed CSDP of their election of the odd-lot offer in the manner and time stipulated in the custody agreement governing the relationship between the odd-lot holder and his CSDP.
3. Certificated odd-lot holders who have elected by 12:00 on Friday, 17 September 2004 to acquire additional Metropolitan shares will be sent a share certificate in respect of their new Metropolitan shares by registered post from Monday, 20 September 2004 at the risk of the odd-lot holders concerned. Cheques will be posted to certificated odd-lot holders who have elected to sell their odd-lots from Monday, 20 September 2004 at the risk of the odd-lot holders concerned.
4. Certificated shareholders should be aware that they will not be able to trade their Metropolitan shares unless their share certificates have been dematerialised. This period could be 24 hours up to 10 days, depending on volumes processed. Shareholders may not dematerialise or rematerialise their Metropolitan shares between Monday, 13 September 2004 and Friday, 17 September 2004, both days inclusive.
5. The above dates and times are subject to change. Any changes will be published in the South African and Namibian press and released on the Securities Exchange News Service (SENS).

DEFINITIONS

In this circular and the documents attached to it, unless otherwise stated or the context otherwise requires, reference to the singular includes the plural and vice versa, words denoting one gender include the other, words denoting natural persons include legal persons and associations of persons and vice versa and the words in the first column shall have the meaning stated opposite them in the second column:

"Absa"	Absa Bank Limited (Registration number 1986/004794/06), acting through its Absa Corporate and Merchant Bank Division;
"articles of association"	the articles of association of Metropolitan, as amended or supplemented from time to time;
"bank consortium"	a consortium of banks, comprising Absa, RMB and Nedbank;
"BEE"	black economic empowerment;
"board"	the board of directors of Metropolitan, as constituted from time to time;
"cash alternative"	the right of the odd-lot holders to sell odd-lot holdings to Metropolitan at the offer price plus a premium of 5% (referred to in paragraph 21.1.2.2 of the circular);
"certificated shareholders"	shareholders who have not dematerialised their Metropolitan shares;
"certificated shares"	shares which are evidenced by a certificate and which have not yet been surrendered for dematerialisation;
"Charter"	the Financial Sector Charter adopted by various stakeholders in the financial services industry in 2003;
"circular"	this bound document, dated 6 August 2004, including all annexures hereto, the notice of general meeting, the form of proxy and the form of election and surrender (blue);
"common monetary area"	South Africa, the Republic of Namibia and the Kingdoms of Swaziland and Lesotho;
"Companies Act"	the Companies Act, 1973 (Act 61 of 1973), as amended;
"Computershare Custodial Services"	Computershare Custodial Services Limited (Registration number 2000/006082/06), a registered depository institution within the provisions of the Custody and Administration of Securities Act, 1992 (Act 85 of 1992), as amended, and accredited as a CSDP under the provisions of section 91A of the Companies Act and the Regulations promulgated thereunder, being the custodian of the shares in Metropolitan recorded in the register in the name of Computershare Nominees;
"Computershare Nominees"	Computershare Nominees (Proprietary) Limited (Registration number 1999/008543/07), a wholly-owned subsidiary of Computershare Custodial Services;
"CSDP"	a Central Securities Depository Participant registered in terms of the Custody and Administration of Securities Act, 1992 (Act 85 of 1992), as amended;
"custody agreement"	the custody mandate agreement between a dematerialised shareholder and a CSDP covering their relationship in respect of dematerialised shares held by the CSDP;
"dematerialised shareholders"	shareholders who have dematerialised their Metropolitan shares;
"dematerialised" or "dematerialisation"	the process by which certificated shares are converted into electronic form under the STRATE system with a CSDP;
"dematerialised shares"	shares which are by virtue of section 91A of the Companies Act transferable without a written instrument and are not evidenced by a certificate;

"directors"	the directors of Metropolitan detailed on page 28 of this circular;
"document(s) of title"	share certificates or certified deeds or any other document(s) of title acceptable to Metropolitan in respect of certificated shares;
"the equity stake"	10.25% of the total issued share capital of Metropolitan immediately after the Met prefs are issued;
"financial ratios"	collectively the following financial ratios: <ol style="list-style-type: none"> 1. dividend per Met ord; 2. value of new business; and 3. fully diluted core headline earnings per Met ord;
"financing agreements"	the agreements to be entered into among some or all of the bank consortium, Newco, SPV, KTI and Metropolitan to regulate and implement the subscription by the bank consortium for the SPV prefs;
"general meeting"	the general meeting of shareholders to be held at 11:00 on Wednesday, 1 September 2004 in the Auditorium, 7 Parc du Cap, Mispel Road, Bellville, Cape Town, to consider the resolutions required to implement the transaction, odd-lot offer and the general authority to make payments to shareholders;
"issue date"	the date of issue of the Met prefs, which is expected to be 1 October 2004;
"issue for cash"	an issue by Metropolitan of Metropolitan shares for cash as contemplated in paragraph 5.50 of the Listings Requirements;
"issue price"	R7.12 per Met pref;
"Issuer-Sponsored Nominee Programme"	the programme initiated by Metropolitan and Computershare Custodial Services to establish and/or appoint Computershare Nominees to hold Metropolitan shares on behalf of shareholders who have elected to participate in the programme in accordance with the circular to shareholders dated 21 September 2001;
"JSE"	the JSE Securities Exchange South Africa;
"KTI"	Kagiso Trust Investments (Proprietary) Limited (Registration number 1993/007845/07);
"last day to trade"	Friday, 10 September 2004;
"last practicable date"	the last practicable date prior to finalising the circular, being Thursday, 29 July 2004;
"Listings Requirements"	the Listings Requirements of the JSE, as amended from time to time;
"Met prefs"	the 75 842 650 variable rate cumulative convertible redeemable preference shares in the share capital of Metropolitan with a par value of 0.0001 cents and a premium of R7.119999 each to be issued by Metropolitan to the SPV;
"Metropolitan" or "the Company"	Metropolitan Holdings Limited (Registration number 2000/031756/06), a public company whose ordinary shares are listed on the JSE and NSX;
"Metropolitan Group"	Metropolitan, its subsidiaries and associate companies;
"Metropolitan shares" or "Met ords"	ordinary shares having a par value of 0.0001 cents each in the authorised and issued share capital of Metropolitan, specifically including, without limitation, dematerialised shares;
"NAIL"	New Africa Investments Limited (Registration number 1993/002467/06);
"Nedbank"	Nedbank Limited (Registration number 1951/000009/06), acting through its Capital Division;

"Newco"	Off the Shelf Investments 109 (Proprietary) Limited (Registration number 2004/013168/07), a wholly-owned subsidiary of KTI;
"NSX"	the Namibian Stock Exchange;
"odd-lot offer"	collectively, the cash alternative, the top-up alternative and the retention alternative (referred to in Part II of this circular);
"odd-lot holders"	shareholders holding odd-lot holdings on the record date;
"odd-lots" or "odd-lot holdings"	total shareholdings of less than 100 Metropolitan shares;
"offer price"	the price per Metropolitan share equivalent to the volume weighted average trading price of Metropolitan shares on the JSE over the five trading days commencing on Tuesday, 24 August 2004 and ending on Monday, 30 August 2004;
"record date"	the record date for the odd-lot offer, being the close of business on Friday, 17 September 2004;
"Registrar of Companies"	the Registrar of Companies as defined in the Companies Act;
"relationship agreement"	the agreement concluded on 10 June 2004 between Metropolitan, KTI, Newco, and the SPV providing for the transaction and detailing their future relationship; as amended;
"resolutions"	the special and ordinary resolutions contained in the notice of general meeting;
"retention alternative"	the right of the odd-lot holders to retain their odd-lot holdings (referred to in paragraph 21.1.2.3 of the circular);
"RMB"	FirstRand Bank Limited (Registration number 1929/001225/06), acting through its Rand Merchant Bank Division;
"SENS"	the Securities Exchange News Service of the JSE;
"shareholders"	certificated and dematerialised holders of Metropolitan shares;
"South Africa"	the Republic of South Africa;
"SPV"	Off the Shelf Investments 108 (Proprietary) Limited (Registration number 2004/013271/07), a wholly-owned subsidiary of Newco;
"the SPV prefs"	the variable rate cumulative redeemable "A" preference shares in the share capital of the SPV with a par value of R1,00 each;
"STRATE"	STRATE Limited (Registration number 1998/022242/06);
"10% threshold"	10% (on a fully diluted basis and excluding the treasury shares) of the aggregate number of the Met prefs and Met ords in issue immediately after the issue date;
"top-up alternative"	the right of the odd-lot holders to purchase a sufficient number of additional Metropolitan shares at the offer price in order to increase their odd-lot holdings to 100 Metropolitan shares (referred to in paragraph 21.1.2.1 of the circular);
"transaction"	the proposed BEE transaction described in this circular pursuant to which KTI will acquire the equity stake;
"transfer secretaries"	Computershare Investor Services 2004 (Proprietary) Limited (Registration number 2004/003647/07) (in South Africa) and Transfer Secretaries (Proprietary) Limited (Registration number 93/713) (in Namibia); and
"treasury shares"	Met ords held from time to time by subsidiaries of Metropolitan.



METROPOLITAN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2000/031756/06)

JSE Share Code: MET

NSX Share Code: MTD

ISIN: ZAE000050456

("Metropolitan" or "the Company")

Board of directors

Non-executive directors:

G T Serobe (Group Chairman)

N Z Buthelezi

I Charnley

W P Esterhuysen

P C Lamprecht

S A Muller

J E Newbury

F A Sonn

M L Smith

J C van Reenen

S D M Zungu

E Molobi

M J N Njeke

A H Sangqu (alternate)

Executive directors:

P R Doyle (Group Chief Executive)

A M Sithole

P E Speckmann (Group Financial Officer)

Group secretary

B Gobodo-Mbomvu

CIRCULAR TO SHAREHOLDERS

PART I - The proposed BEE transaction with KTI

1. **INTRODUCTION**

Metropolitan is a leading BEE company and is constantly seeking opportunities to enhance its empowerment status. Metropolitan has been involved for some time in developing an appropriate broad-based BEE ownership strategy to meet its overall empowerment objectives and to comply with the ownership requirements applicable to it, as contained in the Charter and related black empowerment legislation governing the financial services sector in South Africa.

To this end, on 18 June 2004 it was announced in the press and SENS that, as part of this empowerment strategy, Metropolitan and KTI concluded the relationship agreement that will result in KTI acquiring the equity stake. The purpose of Part I of the circular is to provide shareholders with details of the terms and conditions of the transaction and the amendments to the articles of association required to implement the transaction.

2. **NATURE OF BUSINESS OF METROPOLITAN**

Metropolitan is a long-term financial services group based in South Africa, with operations in southern and east Africa. The group was founded in 1898 and has been listed on the JSE since 1986.

Metropolitan offers a comprehensive product range consisting of life assurance, employee benefits, medical aid scheme administration, unit trusts and asset management.

Metropolitan is divided into four different businesses namely, Corporate, Retail, International and Health business.

3. **KAGISO TRUST AND KTI**

The Kagiso Trust is a broad-based charitable organisation set up by the SA Council of Churches in the mid 1980s. It was established to provide assistance to underprivileged communities, with a focus on education, healthcare and general poverty alleviation. KTI was formed in December 1993 by the Kagiso Trust as a vehicle to generate sustainable, long-term financial support to the Kagiso Trust for the purpose of community development and to achieve true economic empowerment through active, operational involvement in underlying strategic investments, good financial management and corporate governance.

The ultimate beneficiaries of the Kagiso Trust are the projects and communities that it supports. The Kagiso Trust is generally recognised as one of South Africa's leading broad-based BEE groups.

KTI provides strategic and operational support to its partners. It adopts a proactive approach to investments, with a strong emphasis on business development and strategic positioning.

4. **RATIONALE FOR THE TRANSACTION**

Metropolitan was ranked first in the financial services sector and fourth overall in terms of empowerment in the April 2004 Financial Mail Top Empowerment Companies survey. This survey ranks the top 200 listed companies in South Africa and was carried out by the Financial Mail in conjunction with empowerment rating agency Empowerdex.

The survey rates companies in terms of a number of factors. Metropolitan scored very well in the management (93.6%), employment equity (74.8%) and skills development (91.6%) categories but did not perform as well in terms of direct ownership.

The transaction will be a first step in addressing the issue of direct and strategic ownership, thereby confirming Metropolitan's commitment to BEE and both preserving and enhancing Metropolitan's business opportunities.

5. **SALIENT TERMS OF THE TRANSACTION**

5.1 **Transaction structure**

KTI, through a wholly-owned private company, Newco, has procured the incorporation of the SPV to be the vehicle for the financing of the transaction. Newco will subscribe for 100% of the issued ordinary share capital of the SPV for a total subscription price of R30 million. The SPV will issue the SPV prefs for an aggregate consideration of R510 million to the bank consortium. The SPV will therefore receive funds totalling R540 million.

It is proposed that Metropolitan creates the Met prefs and issues such Met prefs to the SPV at a price of R7.12 per share, which amounts to a total subscription consideration of R540 million.

The proceeds of the issue of the Met prefs will be utilised by Metropolitan to fund its normal working capital requirements to grow the business and to fund potential acquisitions.

The issue price was determined on the weighted average of:

- 5.1.1 the purchase price per Met ord repurchased by Metropolitan from NAIL earlier in the year of R6.75, referred to in the announcement published on SENS on 13 April 2004, and
- 5.1.2 the 30 day volume weighted average price per Met ord traded on the JSE as at 18 May 2004, being the date on which Metropolitan and KTI reached an in-principle agreement on the transaction.

5.2 **The salient terms of the Met prefs**

5.2.1 **Type**

The Met prefs are variable rate cumulative convertible redeemable preference shares. Although these shares will not be listed on the JSE, application will be made to the JSE for listing of the Met ords resulting from the conversion of the Met prefs in accordance with their terms.

5.2.2 Duration

The Met prefs are, subject to the consent of the bank consortium, convertible into Met ords on a one for one basis from three years and one day after the issue date and then, if not converted, compulsorily redeemable on the fifth anniversary of the issue date. The Met prefs will become redeemable if there is an early redemption of the SPV prefs as a result of the occurrence of certain default events. The Met prefs once issued shall constitute 10.25% of Metropolitan's issued share capital.

5.2.3 Voting

Although the Met prefs will not be listed, they will carry voting rights *pari passu* with the Met ords. A dispensation in this regard has been granted by the JSE subject to the conditions detailed in paragraph 7 of the circular.

5.2.4 Dividends

The dividend rate per annum payable by Metropolitan on the Met prefs will be the sum of the following:

- 74% of the prime rate as charged by First National Bank, a division of FirstRand Bank Limited;
- an initial margin of 0.5%;
- an additional performance margin of 0.5% every six months on the achievement by KTI of certain qualitative milestones agreed upon by KTI and Metropolitan for each six month period in advance, which will be paid on the next dividend payment date, and then semi-annually until the redemption of the Met prefs;
- an additional out-performance quantitative margin calculated semi-annually, based on the average of the growth in the financial ratios achieved by Metropolitan in excess of 9%. The out-performance margins range between 0.065% and 0.545%, and will be paid on the dividend date following the period in which the growth in the financial ratios is achieved, and thereafter semi-annually until redemption of the Met prefs.

The dividends will be paid semi-annually in arrears on 30 September and 31 March each year.

5.2.5 Additional dividends

An additional dividend of R1 350 000 will be paid on the Met prefs within seven days of the issue date and a further R2 266 668 with the first dividend payment.

Any special dividend declared and/or reduction of capital authorised by Metropolitan on the Met ords will result in a similar special dividend becoming payable on the Met prefs and/or a corresponding reduction of Met pref capital.

6. RELEVANT TERMS OF RELATIONSHIP AGREEMENT

Metropolitan, KTI, Newco and the SPV concluded the relationship agreement to regulate their future relationship, the relevant terms of which are as follows:

6.1 Undertakings by KTI

KTI has undertaken that it will, for as long as it is a shareholder, directly or indirectly through its holding in the SPV, in more than 2.5% of Metropolitan's issued share capital:

- not conclude or participate in any transaction with a business competing with Metropolitan, if it would acquire, directly or indirectly, an interest in such business that exceeds 2.5% of the value of such business;
- not carry on or be interested or engaged, directly or indirectly, in any business that competes with Metropolitan;
- procure that no executives of KTI or its subsidiaries will be represented on the board or be involved in the management of a business competing with Metropolitan;

without Metropolitan's prior written consent.

This provision will not prohibit KTI or any of its subsidiaries from carrying on any business currently conducted by them or prevent any company in which KTI has an indirect interest but which is not controlled by KTI or its subsidiaries from expanding its existing business.

6.2 **Restriction on disposal of Met ords**

During the first five years after the issue date, the SPV will be entitled to dispose of any Met ords into which any Met prefs may have been converted, provided that:

- after such disposal the number of Met prefs and Met ords held by the SPV does not fall below the 10% threshold;
- the proceeds are either deposited with the banking consortium or utilised to redeem the SPV prefs; and
- Metropolitan's written consent to such disposal is obtained.

In the period from the fifth anniversary to the tenth anniversary of the issue date, the SPV will be entitled, without the consent of Metropolitan, to sell Met ords to the extent that after such sale the number of Met prefs and Met ords held by the SPV does not fall below the 10% threshold. Any sale of Met ords in excess of the number which the SPV is entitled to sell pursuant to this provision may only take place with the prior written consent of Metropolitan.

After the tenth anniversary, the SPV will be entitled to sell any or all of the Met ords held by it.

In all cases, the SPV will only be entitled to sell Met ords if it has first offered such shares to Metropolitan or its nominee.

6.3 **Restriction on disposal of SPV and Newco ordinary shares**

During the first five years after the issue date, neither KTI nor Newco will be entitled to dispose of any Newco or SPV ordinary shares held by either of them.

In the period from the fifth anniversary to the tenth anniversary of the issue date, KTI and/or Newco will be entitled, without the consent of Metropolitan, to sell Newco or SPV ordinary shares, provided that after such disposal the number of Met prefs and Met ords indirectly held by KTI does not fall below the 10% threshold. Any sale of Newco or SPV ordinary shares in excess of the number which KTI and/or Newco is entitled to sell pursuant to this provision may only take place with the prior written consent of Metropolitan.

After the tenth anniversary, KTI and/or Newco will be entitled to sell Newco and/or SPV ordinary shares without the consent of Metropolitan.

In all cases, KTI and/or Newco will only be entitled to sell Newco and/or SPV ordinary shares if it has first offered such shares to Metropolitan or its nominee.

6.4 **BEE and the Charter**

KTI warrants that, as at the issue date and until the tenth anniversary of the issue date:

- it is and will remain a black company as defined in the Charter;
- the Kagiso Trust is a shareholder of KTI and will hold not less than 25% of the issued shares of KTI; and
- the Kagiso Trust is a broad-based BEE group.

6.5 **Appointment of Metropolitan directors**

KTI will initially be entitled to nominate two persons for appointment as directors of Metropolitan, subject to the articles of association of Metropolitan. Messrs E Molobi and MJN Njeke were appointed as directors with effect from 1 July 2004, with Mr AH Sangqu as an alternate director to Mr Molobi. In terms of the articles of association, they will hold office until the next annual general meeting of Metropolitan, when they will be eligible for re-election by the shareholders.

7. **JSE CONDITIONS**

The JSE does not ordinarily allow the creation of unlisted securities with voting and other rights attached thereto, but in the interests of BEE, has agreed to the creation, allotment and issue of the Met prefs, subject to the following conditions:

7.1 The articles of association be amended to reflect:

7.1.1 the terms governing Met prefs;

7.1.2 that any issue of Met prefs is subject to the provisions of the Listings Requirements;

- 7.1.3 that no further Met prefs may be issued without the approval of the JSE and shareholders;
- 7.1.4 that the holder of the Met prefs may not veto any resolution that would otherwise have been passed by the holders of Met ords together with the holder of the Met prefs; and
- 7.1.5 that notwithstanding any article pertaining to general meetings of ordinary and/or preference shareholders, the votes cast by each holder will rank equally;

7.2 The terms governing the Met prefs are set out in the notice of the general meeting;

7.3 The Met prefs may not be taken into account by Metropolitan in categorising future transactions contemplated in Section 9 of the Listings Requirements but the votes attaching to the Met prefs may be cast at a shareholder meeting of Metropolitan convened to consider such transaction;

7.4 The relevant paragraphs of Section 5 of the Listings Requirements, relating to specific issues of shares for cash, are to be applied to the issue of the Met prefs, in terms of both the disclosure required and the level of shareholder approval to be obtained;

7.5 The inclusion of an independent fair and reasonable opinion in compliance with Schedule 5 and Section 5 of the Listings Requirements, insofar as may be necessary;

7.6 Metropolitan will provide periodic updates to its shareholders on an interim and annual basis regarding the status of the transaction; and

7.7 The Met prefs must be held in escrow with Metropolitan's attorneys.

8. **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

The articles of association will be amended to accommodate the terms governing the Met prefs and the proposed amendments to the articles of association are set out in the notice of the general meeting contained in this circular.

9. **SUSPENSIVE CONDITIONS**

The transaction is subject to the fulfilment of the following conditions precedent by 1 October 2004:

9.1 all regulatory approvals for the transaction, insofar as may be necessary;

9.2 the passing of all necessary resolutions by the requisite majority of shareholders at the general meeting and the registration thereof by the Registrar of Companies where applicable.

FINANCIAL EFFECTS OF THE TRANSACTION

10.1 Unaudited *pro forma* financial effects

The table below sets out the unaudited *pro forma* financial effects of the transaction on Metropolitan. The unaudited *pro forma* financial effects are presented for illustrative purposes only and because of their nature may not be a fair reflection of Metropolitan's financial position after the transaction, nor of Metropolitan's future earnings. As previously announced on 18 June 2004, Metropolitan repurchased Metropolitan shares during the first half of 2004 to facilitate the transaction. The effect of these repurchases are set out below. The directors of Metropolitan are responsible for the preparation of the unaudited *pro forma* financial effects.

	Published (1)	Pro forma after the repurchase of shares (4)	Change compared to published %	Pro forma after the transaction (5)	Change compared to pro forma after the repurchase %
	(cents)	(cents)	%	(cents)	%
Earnings per ordinary share (2)	152.2	159.7	4.9	161.6	1.2
Headline earnings per ordinary share (2)	159.8	167.8	5.0	169.7	1.1
Core headline earnings per ordinary share (2)	62.1	63.7	2.6	65.6	3.0
Embedded value per ordinary share (3 & 9)	1 067.9	1 092.5	2.3	1 092.5	0.0
Adjusted net asset value per ordinary share (3 & 9)	715.3	717.2	0.3	717.2	0.0
Net asset value per ordinary share (3 & 9)	735.4	738.5	0.4	738.5	0.0
Tangible net asset value per ordinary share (3, 9 & 10)	678.1	677.6	(0.1)	677.6	0.0
Fully diluted earnings per share (2)	152.2	159.7	4.9	146.9	(8.0)
Fully diluted headline earnings per ordinary share (2)	159.8	167.8	5.0	154.1	(8.2)
Fully diluted core headline earnings per ordinary share (2)	62.1	63.7	2.6	60.8	(4.5)
Fully diluted embedded value per ordinary share (3 & 9)	1 067.9	1 092.5	2.3	1 052.9	(3.6)
Fully diluted adjusted net asset value per ordinary share (3 & 7)	715.3	717.2	0.3	691.1	(3.6)
Fully diluted net asset value per ordinary share (3 & 7)	735.4	738.5	0.4	710.3	(3.8)
Fully diluted tangible net asset value per ordinary share (3, 7 & 10)	678.1	677.6	(0.1)	655.6	(3.2)
Number of ordinary shares in issue (million)	707	664		664	
Weighted average number of ordinary shares in issue (million)	699	656		656	
Fully diluted number of ordinary shares in issue (million) (6)	707	664		740	
Fully diluted weighted average number of ordinary shares in issue (million) (6)	699	656		732	

Notes:

- 1) Extracted from the published audited financial results of Metropolitan for the year ended 31 December 2003.
- 2) Adjustments to earnings, headline earnings and core headline earnings per share have been made on the assumption that the repurchase and the transaction were effected on 1 January 2003.
- 3) Adjustments to embedded value, adjusted net asset value, net asset value and tangible net asset value per share have been made on the assumption that the repurchase and the transaction were effected on 31 December 2003.
- 4) Pro forma after the repurchase:
 - (a) Metropolitan repurchased 35 376 184 shares for R238 741 929 from Capricorn on 1 January 2003.
 - (b) Metropolitan repurchased 7 371 002 shares through the market for R54 545 415 on 1 January 2003.
- 5) Metropolitan issued the Met prefs for cash to the SPV.
- 6) It was assumed that the Met prefs would convert into ordinary shares on a one-for-one basis on the last day prior to the 5th anniversary of the Met prefs. This represents the fully diluted effect of the Met prefs.
- 7) For purposes of calculating fully diluted adjusted net asset value, net asset value and tangible net asset value per share, the net present value of the future dividend payments, amounting to R184 051 682, has been treated as debt in terms of AC 133.
- 8) For purposes of calculating fully diluted embedded value per share, the net cash consideration of R535 499 668 has been included in the value attributable to shareholders.
- 9) For purposes of calculating normal embedded, adjusted net asset value, net asset value and tangible net asset value per share, the illustration excludes the net proceeds received from the Met prefs.
- 10) For purposes of calculating tangible net asset value and fully diluted tangible net asset value per share, goodwill, intangible assets and deferred tax were excluded.

10.2 **UNAUDITED PRO FORMA INCOME STATEMENT AND BALANCE SHEET OF METROPOLITAN**

The unaudited *pro forma* income statement and balance sheet of Metropolitan pursuant to the transaction are set out below. The unaudited *pro forma* income statement and balance sheet have been prepared for illustrative purposes only and, because of their nature, may not give a fair reflection of Metropolitan's financial position after the transaction, nor of its future earnings. The directors of Metropolitan are solely responsible for the preparation of the unaudited *pro forma* income statement and balance sheet.

The unaudited *pro forma* income statement for the year ended 31 December 2003 has been prepared on the assumption that the transaction was effected on 1 January 2003.

	Published (1) Rm	The repurchase of shares (2) Rm	Pro forma before the transaction Rm	Adjustments for the transaction (3) Rm	Pro forma after the transaction Rm
Income from insurance and investment business	1 205	-	1 205	-	1 205
Income from administration business	65	-	65	-	65
Revenue	397	-	397	-	397
Administration expenses	(332)	-	(332)	-	(332)
Income from holding company	140	(26)	114	46	160
Revenue	174	(26)	148	46	194
Administration expenses	(34)	-	(34)	-	(34)
Income before goodwill, financing cost and tax	1 410	(26)	1 384	46	1 430
Goodwill amortised	(53)	-	(53)	-	(53)
Financing costs	-	-	-	(15)	(15)
Income before tax	1 357	(26)	1 331	31	1 362
Shareholders' tax paid	(272)	10	(262)	(19)	(281)
Income after tax	1 085	(16)	1 069	12	1 081
Outside shareholders' share of profit	(21)	-	(21)	-	(21)
Earnings	1 064	(16)	1 048	12	1 060
Earnings	1 064	(16)	1 048	12	1 060
Goodwill	53	-	53	-	53
Headline earnings	1 117	(16)	1 101	12	1 113
Capital (appreciation)/depreciation insurance and investment business	(340)	-	(340)	-	(340)
FSV surplus	(401)	-	(401)	-	(401)
90:10 fund adjustment	61	-	61	-	61
Administration business and holding company	(154)	-	(154)	-	(154)
Basis changes and investment variances	(189)	-	(189)	-	(189)
FSV surplus	(52)	-	(52)	-	(52)
90:10 fund adjustment	(137)	-	(137)	-	(137)
Core headline earnings attributable to ordinary shareholders	434	(16)	418	12	430

Headline earnings consist of operating profit, investment income, capital appreciation/(depreciation), investment variances and basis and other changes.

Capital appreciation/(depreciation), investment variances and basis and other changes can be volatile, therefore core headline earnings have been disclosed that comprise operating profit and investment income on shareholders' assets only.

- 1) Extracted from the audited published annual financial results of Metropolitan for the year ended 31 December 2003.
- 2) The following assumptions were applied with regard to the repurchase of shares:
 - (a) Metropolitan repurchased 35 376 184 shares for R238 741 929 from Capricorn on 1 January 2003.
 - (b) Metropolitan repurchased 7 371 002 shares through the market for R54 545 415 on 1 January 2003.
 - (c) Dividends of R16 457 666 with regard to the repurchased shares were not paid during the year.
 - (d) STC at a rate of 12.5% was taken into account on these dividends.
 - (e) Investment income at an after-tax rate of 6.3% per annum was foregone after taking into account the cash paid for the repurchase of shares and the saving of dividends not paid on these shares.
 - (f) A tax rate of 30% was applied.
- 3) The following assumptions were applied with regard to the transaction:
 - (a) Metropolitan issued the Met prefs to the SPV on 1 January 2003 for R539 999 668.
 - (b) A special dividend of R1 350 000 was paid on 1 January 2003.
 - (c) A special dividend of R2 266 668 was paid on 31 March 2003.
 - (d) A preference dividend of R12 163 493 was paid on 31 March 2003 and R26 324 984 on 30 September 2003.
 - (e) Transaction costs of R4 500 000 were paid on 1 January 2003.
 - (f) Investment income was earned at an after-tax rate of 6.3% on the net cash after taking into account the above amounts.
 - (g) The portion of the "preference dividend" which is the unwinding of the discount of the liability portion of the preference shares amounts to R14 807 035.
 - (h) STC at a rate of 12.5% was taken into account on the dividends paid.
 - (i) A tax rate of 30% was applied.

	Published (1) Rm	The repurchase of shares (2) Rm	Pro forma before the transaction Rm	Adjustments for the transaction Rm	Pro forma after the transaction Rm
ASSETS					
Non-current assets					
Investment assets	34 930	-	34 930	-	34 930
Investment property	2 319	-	2 319	-	2 319
Equities	19 485	-	19 485	-	19 485
Government stock	3 905	-	3 905	-	3 905
Stock of and loans to other public bodies	4 459	-	4 459	-	4 459
Debentures and loans	760	-	760	-	760
Policy loans	416	-	416	-	416
Funds on deposit and other money-market instruments	3 586	-	3 586	-	3 586
Goodwill	337	-	337	-	337
Intangible assets	81	-	81	-	81
Deferred tax	24	-	24	-	24
Tangible assets	121	-	121	-	121
Current assets					
Receivables	1 325	-	1 325	-	1 325
Cash and cash equivalents	290	(293)	(3)	535 ⁽³⁾	532
Total assets	37 108	(293)	36 815	535	37 350
EQUITY AND LIABILITIES					
Capital and reserves	5 199	(293)	4 906	351	5 257
Ordinary share capital	-	-	-	-	-
Equity portion of convertible redeemable preference shares	-	-	-	(4)	-
Share premium	2 196	(293)	1 903	351 ^(3 & 4)	2 254
Foreign currency translation reserve	3	-	3	-	3
Distributable reserve	3 000	-	3 000	-	3 000
Outside shareholders' interest	72	-	72	-	72
Non-current liabilities	30 268	-	30 268	184	30 452
Policyholders' fund					
Insurance contracts	23 948	-	23 948	-	23 948
Investment contracts	5 622	-	5 622	-	5 622
Surplus in 90:10 fund	661	-	661	-	661
Liability portion of convertible redeemable preference shares	-	-	-	184 ⁽⁴⁾	184
Deferred tax	37	-	37	-	37
Current liabilities	1 569	-	1 569	-	1 569
Other current liabilities	1 306	-	1 306	-	1 306
Tax	106	-	106	-	106
Provision for liabilities and charges	157	-	157	-	157
Total equity and liabilities	37 108	(293)	36 815	535	37 350

extracted from the audited published annual financial results of Metropolitan for the year ended 31 December 2003.

- 2) The following assumptions were applied with regard to the repurchase of shares:
- (a) Metropolitan repurchased 35 376 184 shares for R238 741 929 from Capricorn on 31 December 2003.
- (b) Metropolitan repurchased 7 371 002 shares through the market for R54 545 415 on 31 December 2003.
- (3) Metropolitan issued the Met prefs to the SPV for a cash consideration of R539 999 668 and paid transaction costs of R4 500 000 which have been written off against the premium.
- (4) As the Met prefs can be converted to ordinary shares they have been treated as a hybrid instrument in terms of AC 133 and split between a liability portion and an equity portion. The value of the liability was calculated as the net present value of the future dividend payments discounted at a rate of 8.51% and amounted to R184 051 682 which has been included in non-current liabilities. The balance of the cash consideration received of R355 947 986 was allocated to convertible redeemable preference share capital and share premium.
- (5) It was assumed that the Met prefs would convert on a one-for-one basis into ordinary shares on the last day prior to the 5th anniversary of the Met prefs.

11.

DIRECTORS' REMUNERATION

Director	Fees	Annual Package	Bonus	Pension Fund Contribution	Total
	R'000	R'000	R'000	R'000	R'000
Gloria Serobe	350				350
Peter Doyle		1 601	350	212	2 163
Abel Sithole		1 455	300	191	1 946
Preston Speckmann		1 016	300	142	1 458
Nthuthukoyezwe Buthelezi	160				160
Irene Charnley	170				170
Willie Esterhuyse	200				200
Ian Goldin	48				48
Peter Lamprecht	267				267
Syd Muller	210				210
John Newbury	220				220
Moss Ngoasheng	38				38
Marius Smith	348				348
Franklin Sonn	160				160
Johan van Reenen	200				200
Sandile Zungu	160				160
	2 531	4 072	950	545	8 098

The table above sets out the directors' emoluments during the last financial year.

The remuneration receivable by the directors will not be varied as a consequence of the transaction.

12.

PROSPECTS FOR THE BUSINESS OF METROPOLITAN

Metropolitan continues to be committed to concentrate on boosting new business volumes, containing costs and improving the quality of new business in order to profitably increase its market share. Given the Company's focus on and dominance in the low and middle income markets the board of directors believes that the business model of Metropolitan is geared for growth and should ensure ongoing business success.

18

13. **DIRECTORS' INTEREST IN THE TRANSACTION**

13.1 The directors (excluding the directors appointed by KTI detailed in paragraph 6.5 above) have no material, indirect or direct beneficial interest in the transaction.

13.2 The directors appointed by KTI have an indirect and/or direct beneficial interest in KTI which in aggregate amounts to less than 5% of the issued share capital of KTI.

14. **ISSUES OF SECURITIES IN PREVIOUS THREE YEARS**

	Number of shares issued (million)	Aggregate issue price R'million
Shares issued during 2002	27	174
Shares issued during 2003	13	79
Shares issued during 2004	-	-

The shares issued during the periods referred to in the table above were issued only in terms of the staff share schemes.

15. **KING II REPORT**

Shareholders are referred to Annexure 4 for a statement in respect of Metropolitan's compliance with the King II report.

16. **OPINIONS AND RECOMMENDATIONS**

16.1 **Independent expert's opinion**

Merrill Lynch South Africa (Proprietary) Limited, the independent expert, has considered the transaction and is of the opinion that it is fair and reasonable. The text of the letter from Merrill Lynch South Africa (Proprietary) Limited is set out in Annexure 1.

16.2 **Directors' opinion**

The directors (excluding the directors nominated by KTI as detailed in paragraph 6.5 above) have considered the terms and conditions of the transaction and are of the unanimous opinion that the transaction is in the best interests of Metropolitan and its shareholders, having considered the cost and future benefits to Metropolitan as well as the opinion of the independent expert.

Those directors who own Met ords intend voting in favour of the special and ordinary resolutions necessary to effect the transaction in respect of their own shareholdings and recommend that shareholders do likewise.

The directors confirm that the transaction constitutes an issue for cash in terms of the Listings Requirements but does not constitute an affected transaction as defined in the Securities Regulation Code on Take-overs and Mergers and the Rules of the Securities Regulation Panel established under section 440B of the Companies Act.

17. **CONSENTS**

PriceWaterhouseCoopers Inc., reporting accountants to Metropolitan, has given and has not withdrawn its written consent to the inclusion of its report, set out in Annexure 2, in the form and context in which it appears.

Merrill Lynch South Africa (Proprietary) Limited, the independent expert, has given and has not withdrawn its written consent to the inclusion of its opinion, set out in Annexure 1, in the form and context in which it appears.

PART II - The proposed odd-lot offer

18. INTRODUCTION

- 18.1 In the circular to shareholders dated 4 November 2003, shareholders were advised that the board had proposed an odd-lot offer in order to reduce the number of shareholders who held odd-lots, of less than 100 shares in Metropolitan. The first odd-lot offer was necessitated due to odd-lots having been created as a result of a previous unbundling by NAIL of part of its Metropolitan stake to its shareholders. The first odd-lot offer was implemented on 15 December 2003.
- 18.2 Subsequent to the first odd-lot offer NAIL unbundled its remaining Metropolitan stake to its shareholders. This has resulted in the creation of numerous further odd-lot holdings in Metropolitan and consequently, has necessitated Metropolitan undertaking a further odd-lot offer to its shareholders who hold odd-lots.
- 18.3 A breakdown of the composition of shareholders at 31 March 2004 revealed that:
- 18.3.1 out of a total of 27 973 shareholders of listed Metropolitan shares, 23 154 shareholders owned less than 100 Metropolitan shares;
 - 18.3.2 the total holdings of these 23 154 shareholders constituted less than 0.010% of the total issued share capital of Metropolitan;
 - 18.3.3 of these odd-lot holders, 22 273 owned less than 15 Metropolitan shares;
 - 18.3.4 the total holdings of these 22 273 shareholders constituted less than 0.006% of the total issued share capital of Metropolitan.
- 18.4 The minimum cost of executing a trade on the JSE of an odd-lot holding of less than 100 shares amounts to approximately R140.00 made up, *inter alia*, of brokerage charges and CSDP fees.
- 18.5 At the last practicable date, the closing price per Metropolitan share amounted to R7.30 and accordingly the value of 15 Metropolitan shares and 100 Metropolitan shares amounted to R109.50 and R730.00, respectively.
- 18.6 It is clear that for a shareholder holding 15 Metropolitan shares or less, the cost of selling such Metropolitan shares exceeds their value. In addition, for shareholders holding more than 15 but less than 100 Metropolitan shares, the cost of selling such Metropolitan shares is substantial in relation to the value of their holdings.
- 18.7 Furthermore, the annual total administration cost to Metropolitan in respect of shareholders holding odd-lots amounts to approximately R2.8 million.
- 18.8 The board is of the view that shareholders holding odd-lots should be afforded the opportunity of holding a more meaningful stake in Metropolitan; alternatively, they should be offered a cost-efficient method of disposing of their Metropolitan shares without the negative consequences detailed in paragraph 18.6 above.
- 18.9 The implementation of the odd-lot offer will also significantly reduce the ongoing administrative cost to Metropolitan connected with a large number of odd-lot holders without leading to Metropolitan being in contravention of the minimum spread requirements of the Listings Requirements.
- 18.10 The board has accordingly proposed an odd-lot offer (subject to the fulfilment of the conditions precedent referred to in 21.2) on the terms and conditions detailed in paragraph 21 of the circular in order to enable odd-lot holders:
- 18.10.1 to acquire a more meaningful stake in Metropolitan; or
 - 18.10.2 to dispose of their odd-lots in a cost-effective manner;
- thereby reducing the number of odd-lot holders in an equitable manner.

19. PURPOSE OF PART II OF THE CIRCULAR

The purpose of Part II of the circular is to furnish information to shareholders regarding the odd-lot offer, the specific authority to purchase odd-lots, the specific authority to issue shares to odd-lot holders and the resolutions to be proposed at the general meeting in connection with the odd-lot offer.

20. LAST DAY TO TRADE AND RECORD DATE FOR THE ODD-LOT OFFER

The last day to trade Metropolitan shares on the JSE and NSX in order to participate in or be eligible for the odd-lot offer is Friday, 10 September 2004.

Odd-lot holders are entitled to participate in the odd-lot offer and to exercise the elections referred to in paragraph 21.1.2 of the circular.

Odd-lot holdings arising after the close of business on Friday, 17 September 2004, will not be entitled to participate in the odd-lot offer.

21. **ODD-LOT OFFER**

21.1 **Terms of the odd-lot offer**

21.1.1 All odd-lot holders will be afforded the opportunity to participate in the odd-lot offer subject to the fulfilment of the conditions precedent relating to the odd-lot offer. **Shareholders should note that this offer is a further odd-lot offer to the first odd-lot offer proposed to shareholders in the circular of 4 November 2003 and all shareholders who hold odd-lot holdings must again participate in the odd-lot offer proposed in this circular by exercising one of the options referred to in paragraph 21.1.2 of this circular. Failure to do so will result in those shareholders' odd-lot holdings being sold in terms of paragraph 21.1.3 of this circular.**

21.1.2 The odd-lot offer will open on Friday, 6 August 2004 and will be implemented on the basis that odd-lot holders may, up to 12:00 on Friday, 17 September 2004 elect to either:

21.1.2.1 acquire a sufficient number of additional Metropolitan shares at the offer price in order to increase their respective holdings to 100 Metropolitan shares; or

21.1.2.2 sell their odd-lot holdings to Metropolitan at the offer price plus a 5% premium per Metropolitan share; or

21.1.2.3 retain their odd-lot holdings.

21.1.3 **The shares of those odd-lot holders who do not make an election or who do not instruct their CSDP as to their election, will be deemed to have elected to sell their odd-lot holdings at the offer price plus a premium of 5%. In terms of the articles of association, all amounts not claimed by shareholders whose shares have been so acquired will be held in trust by Metropolitan for a period of three years until lawfully claimed. If such shareholders do not claim payment from Metropolitan within a period of three years from 20 September 2004, they will forfeit such payment for the benefit of Metropolitan if the directors so resolve. Any bank charges and interest on unclaimed amounts held in trust will be for the account of Metropolitan.**

21.1.4 The aggregate number of Metropolitan shares which becomes available as a result of:

- odd-lot holders electing to accept the cash alternative; or
- odd-lot holders being deemed to have accepted the cash alternative because they failed to exercise any election,

will be used as far as is practicable or possible to satisfy the demand for Metropolitan shares to be issued to those odd-lot holders who have elected to acquire additional Metropolitan shares in terms of the top-up alternative.

21.1.5 To the extent that the total number of such available shares is insufficient to meet the aggregate requirement of those odd-lot holders who have elected to increase their holding to 100 Metropolitan shares, new Metropolitan shares will be issued, and to the extent that such available shares exceed the aggregate number of shares to be issued to those odd-lot holders who elect to increase their holding to 100 Metropolitan shares, such shares will be repurchased by Metropolitan and cancelled.

21.1.6 Odd-lot holdings arising after the close of business on Friday, 17 September 2004 will not be entitled to participate in the odd-lot offer and the odd-lot holders concerned will retain ownership of such odd-lot holdings.

21.2 **Conditions precedent**

The implementation of the odd-lot offer is subject to the resolutions relating to the odd-lot offer in the notice of the general meeting contained in this circular being duly passed, with or without modification, and the special resolutions being registered by the Registrar of Companies.

21.3.1 General

All shareholders who hold odd-lots at the close of business on Friday, 17 September 2004 may elect to:

- acquire sufficient additional shares to increase their odd-lot holdings to 100 Metropolitan shares; or
- sell their odd-lot holdings; or
- retain their odd-lot holdings.

The election by an odd-lot holder is irrevocable and may not be withdrawn once exercised.

21.3.2 Dematerialised odd-lot holders

Dematerialised odd-lot holders should instruct their CSDP as to what action they wish to take. This should be done in terms of the custody agreement entered into between them and the CSDP. These shareholders must not return the enclosed form of election and surrender (blue) to the transfer secretaries.

It should also be noted that shareholders who have dematerialised their Metropolitan shares do not hold share certificates and consequently there is no surrender procedure applicable to them. The accounts of dematerialised odd-lot holders will be updated automatically with the CSDP.

21.3.3 Certificated odd-lot holders

All certificated odd-lot holders who have not dematerialised their shares should complete the enclosed form of election and surrender (blue) in accordance with the instructions contained therein and return it to the transfer secretaries, to be received by 12:00 on Friday, 17 September 2004. These shareholders must exercise their election in the following manner:

21.3.3.1 The top-up alternative

All certificated odd-lot holders who wish to increase their holding to 100 Metropolitan shares must return a duly completed form of election and surrender (blue) to the transfer secretaries, to be received by 12:00 on Friday, 17 September 2004, together with a cheque or banker's draft in South African currency, in accordance with the procedures set out below, for the amount required to acquire the additional shares at the offer price. Transaction costs (including stamp duty) will be for the account of Metropolitan.

Payment should be made as follows:

South Africa

A cheque (crossed and marked "not transferable" and with the words "or bearer" deleted) or a banker's draft drawn (on a registered commercial bank) in favour of "Metropolitan Holdings odd-lot offer" for the amount due (payable in the currency of South Africa) must either be:

lodged (by hand only) with:

Computershare Investor Services 2004 (Proprietary) Limited
70 Marshall Street
Johannesburg
2001

or posted to:

Computershare Investor Services 2004 (Proprietary) Limited
PO Box 61051
Marshalltown
2107

to reach the South African transfer secretaries by 12:00 on Friday, 17 September 2004.

Namibia

A banker's draft (marked "not negotiable") drawn (on a registered commercial bank) in favour of "Metropolitan Holdings odd-lot offer" for the amount due (payable in the currency of South Africa) must either be:

lodged (by hand only) with:

Transfer Secretaries (Proprietary) Limited
Shop 8, Kaiserkrone Centre
Post Street Mall
Windhoek
Namibia

or posted to:

Transfer Secretaries (Proprietary) Limited
PO Box 2401
Windhoek
Namibia

to reach the Namibian transfer secretaries by 12:00 on Friday, 17 September 2004.

All forms of election and surrender and cheques or banker's drafts received by the transfer secretaries by 12:00 on Friday, 17 September 2004 will be processed and new share certificates will be dispatched by registered post from 20 September 2004, at the risk of the odd-lot holders concerned.

21.3.3.2 The cash alternative

All certificated odd-lot holders who wish to sell their odd-lot holdings must return a duly completed form of election and surrender (blue) to the transfer secretaries, to be received by 12:00 on Friday, 17 September 2004, accompanied by the relevant documents of title in respect of the odd-lot holder's entire shareholding.

If any documents of title have been lost or destroyed and the odd-lot holder concerned produces evidence to this effect to the satisfaction of Metropolitan, then Metropolitan may dispense with the surrender of such documents of title against provision of an acceptable indemnity.

Cheques will be posted to certificated odd-lot holders who have elected to sell their odd-lots from 20 September 2004, at the risk of the odd-lot holders concerned.

21.3.3.3 Retention alternative

All certificated odd-lot holders who wish to retain their odd-lot holdings must return a duly completed form of election and surrender (blue) to the transfer secretaries, to be received by 12:00 on Friday, 17 September 2004.

21.3.4 Nominee companies

Nominee companies will be treated as a single shareholder, but should a nominee company elect to purchase additional shares or to dispose of odd-lot holdings on behalf of principals whose shareholdings constitute odd-lot holdings, it may do so by applying before 12:00 on Friday, 17 September 2004 in writing to the South African or Namibian transfer secretaries (as the case may be), giving details of the number of shares involved. The application should, where applicable, be accompanied by a cheque or banker's draft in South African currency in accordance with the procedures set out in paragraph 21.3.3.1 above or by the relevant documents of title in respect of the odd-lot holder's entire shareholding.

21.3.5 **Documents of title and monies held pending implementation**

Documents of title received and any monies payable will be held in trust by the transfer secretaries pending the passing of the necessary resolutions at the general meeting and the registration of the special resolutions by the Registrar of Companies. In the event that the required resolutions are not so passed and registered, the transfer secretaries will, within five business days, return the documents of title and, if applicable, monies paid, to the odd-lot holders concerned by registered post, at the risk of such odd-lot holders.

No interest will be paid on cheques deposited or amounts so held in trust.

The results of the general meeting will be announced on SENS on Wednesday, 1 September 2004 and in the South African and Namibian press on Thursday, 2 September 2004.

21.4 **Specific authority to repurchase shares for the purpose of the odd-lot offer**

21.4.1 To the extent that the aggregate of the Metropolitan shares sold or deemed to have been sold in terms of the odd-lot offer exceeds the total number of the shares required by those odd-lot holders electing to increase their holding to 100 Metropolitan shares, such Metropolitan shares will be repurchased by Metropolitan at the offer price plus a premium of 5%. In terms of the Companies Act and the Listings Requirements, Metropolitan requires a special resolution to be passed by its shareholders authorising such a repurchase of its shares. This resolution is contained in the notice of general meeting contained in this circular.

21.4.2 Metropolitan intends to make use of available cash resources to fund the specific repurchase (if any).

21.5 **Statement by directors**

The directors have considered the effect of this specific repurchase undertaken pursuant to the odd-lot offer and are of the opinion that:

21.5.1 Metropolitan will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months after the date of this circular;

21.5.2 the consolidated assets of Metropolitan, fairly valued, will be in excess of the consolidated liabilities of Metropolitan for a period of 12 months after the date of this circular. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of Metropolitan;

21.5.3 the ordinary capital and reserves of Metropolitan will be adequate for Metropolitan's requirements for a period of at least 12 months after the date of this circular; and

21.5.4 the working capital available to Metropolitan will be sufficient for Metropolitan's requirements for a period of at least 12 months after the date of this circular.

21.6 **Specific authority to issue shares for the purpose of the odd-lot offer**

21.6.1 To the extent that the aggregate of the Metropolitan shares sold or deemed to have been sold in terms of the odd-lot offer is insufficient to meet the total number of the shares required by those odd-lot holders electing to increase their holding to 100 Metropolitan shares, Metropolitan will issue new shares to the odd-lot holders in question at the offer price. In terms of the Listings Requirements, the approval of a 75% majority of the votes cast by the shareholders present or represented by proxy at the general meeting is required for this ordinary resolution to be passed. This resolution is contained in the notice of general meeting contained in this circular.

21.6.2 An application will be submitted to the JSE and NSX to grant a listing of the additional Metropolitan shares that may be issued.

21.7 **Dematerialisation of shares and dealings in shares**

21.7.1 Shareholders who have not yet dematerialised their shares are referred to the circular to shareholders dated 21 September 2001 providing information on STRATE and the implementation of the Issuer-Sponsored Nominee Programme. Shareholders may request additional copies from Computershare Investor Services 2004 (Proprietary) Limited on telephone number 086 110 0930.

21.7.2 Shareholders may not dematerialise or rematerialise their Metropolitan shares between Monday, 13 September 2004 and Friday, 17 September 2004, both days inclusive. Holders of certificated shares must take note that they will be unable to trade their Metropolitan shares on the JSE or NSX until their shares have been dematerialised.

22. **SHARE CAPITAL OF METROPOLITAN**

The authorised and issued share capital of Metropolitan at the last practicable date was as follows:

	R
Authorised	
1 000 000 000 ordinary shares of 0.0001 cents each	1 000
Issued	
704 607 075* ordinary shares of 0.0001 cents each	705
Share premium	2 245 582 272

* (635 104 125 shares are listed and 69 502 950 shares are unlisted, having been issued to the Metropolitan Share Purchase Trust)

23. **EFFECTS OF ODD-LOT OFFER ON SHARE CAPITAL**

The potential specific repurchase of shares by Metropolitan for the purposes of the odd-lot offer referred to in paragraph 21.4 of the circular, and any issue of Metropolitan shares for cash to odd-lot holders electing the top-up alternative, will have no significant effect on Metropolitan's ordinary share capital.

24. **FINANCIAL EFFECTS OF ODD-LOT OFFER**

The potential specific repurchase referred to in paragraph 21.4 of the circular will not have any significant effect on the embedded value, adjusted net asset value, headline earnings, core headline earnings or earnings per share of Metropolitan.

25. **OPINIONS AND RECOMMENDATIONS**

The directors are of the opinion that the terms and conditions of the resolutions relating to the odd-lot offer are fair and reasonable to shareholders and recommend that shareholders vote in favour of the resolutions relating to the odd-lot offer which are to be tabled at the general meeting. The directors with interests in the issued ordinary share capital of Metropolitan intend to vote in favour of such resolutions.

26. **EXCHANGE CONTROL**

The following is a summary of the South African Exchange Control Regulations. If in doubt, shareholders should consult their professional advisers without delay.

26.1 **Emigrants from the common monetary area**

Cash arising from the sale of odd-lot holdings is not freely transferable from South Africa and must be dealt with in terms of the Exchange Control Regulations of South Africa. As may be applicable, a cheque in respect of cash arising from the sale of odd-lot holdings, or a new share certificate or share statement, will be forwarded to the authorised dealer in foreign exchange in South Africa controlling the Metropolitan shareholders' blocked assets. The attached form of election and surrender (blue) makes provision for details of the authorised dealer concerned to be given. A "non-resident" endorsement will be stamped on every new share certificate or share statement issued to a shareholder who is an emigrant from the common monetary area.

All CSDPs and brokers with whom ordinary shares have been dematerialised should note that they are required to comply with the South African Exchange Control Regulations set out above.

26.2 **All other non-residents of the common monetary area**

Cash arising from the sale of odd-lot holdings which is due to all non-resident, non-emigrant odd-lot holders on the South African register will be paid by cheque posted, or electronically transferred, to the authorised bank in South Africa nominated by the odd-lot shareholder, it being incumbent upon such shareholder to instruct the nominated authorised bank as to the disposal of the amount concerned. The attached form of election and surrender (blue) makes provision for details of the authorised bank concerned to be given.

A "non-resident" endorsement will be stamped on every new share certificate or share statement issued by the South African transfer secretaries to a shareholder whose registered address is outside the common monetary area. The new share certificate will be forwarded to the shareholder concerned in accordance with paragraph 21.3.3.1 of the circular.

All CSDPs with whom Metropolitan shares have been dematerialised should note that they are required to comply with the South African Exchange Control Regulations set out above.

26.3

Failure to provide information

If the information regarding authorised dealers and banks is not given in terms of paragraph 26.1 or 26.2 above, the share certificates or share statements and any cash will be held in trust by Metropolitan for the shareholders concerned, pending receipt of the necessary information or instructions. No interest will be paid on any cash so held in trust.

PART III – General authority to distribute part of Metropolitan’s share premium to shareholders

27. GENERAL AUTHORITY TO MAKE PAYMENTS TO SHAREHOLDERS

In recent communications to shareholders, the directors have indicated that Metropolitan could currently be deemed to be overcapitalised and that the board wishes to consider making repayment of capital to shareholders in the near future. The board accordingly proposes to obtain a general authority to distribute part of Metropolitan’s share premium to shareholders, on the basis that:

- 27.1 a general authority will be given (which shall be valid until the Metropolitan’s next annual general meeting or for a period of 15 months from the date of the resolution, whichever period is shorter) to the directors to effect such distribution, subject to the Listings Requirements and the Companies Act;
- 27.2 the payment shall not exceed 20% of Metropolitan’s issued share capital, including reserves (but excluding minority interests and revaluation of assets and tangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE prepared within the last 6 months, in any one financial year, measured as at the beginning of such financial year); and
- 27.3 the payment is to be made pro rata to all shareholders of Metropolitan.

Such general authority will provide the directors with the flexibility to distribute any surplus capital of Metropolitan to shareholders when the need arises.

The disclosures contained in Part IV of this circular shall also be applicable to this general authority.

In terms of the Companies Act and Listings Requirements, Metropolitan requires an ordinary resolution to be passed by its shareholders authorising such general approval to make payments to shareholders of Metropolitan’s share premium. This resolution is contained in the notice of the general meeting attached to this circular.

PART IV – General information relating to the transaction, the odd-lot offer and general authority to make payments to shareholders

28. **MAJOR SHAREHOLDERS**

As at 30 June 2004, the interests of shareholders holding 5% or more of the issued ordinary share capital beneficially (excluding treasury shares) were as follows:

Name	Number of Metropolitan shares	Percentage
Public Investment Commissioner (PIC)	85 338 737	12.9
Sanlam	76 413 849	11.5
Metropolitan Policyholder Funds	31 857 332	4.8
Liberty	29 175 563	4.4
Investment Solutions	23 624 416	3.6
Transnet Pension Fund	17 538 449	2.6

29. **DIRECTORS**

29.1 **Information on directors**

Name	Function	Business address
Mr Ntuthukoyezwe Buthelezi	Non-executive	Compass Group, PO Box 3627, Rivonia, 2128
Mrs Irene Charnley	Non-executive	MTN Group, PO Box 9955, Sandton, 2146
Mr Peter Doyle	Group Chief Executive	Metropolitan Holdings, PO Box 2212, Bellville, 7535
Prof Willie Esterhuysen	Non-executive	26 Seruria Street, Paradyskloof Stellenbosh, 7600
Mr Pieter Lamprecht	Non-executive	PO Box 3015, Knysna, 6570
Mr Eric Molobi	Non-executive	Kagiso House, 16 Fricker Road, Illovo, 2196
Mr Syd Muller	Non-executive	2 Swift Lane, Steenberg Estate, Tokai Road, Tokai, 7945
Mr John Newbury	Non-executive	PO Box 911, Northlands, 2116
Mr Johnson Njeke	Non-executive	Kagiso House, 16 Fricker Road, Illovo, 2196
Mr Andile Sangqu	Non-executive (alternate)	Kagiso House, 16 Fricker Road, Illovo, 2196
Mrs Gloria Serobe	Non-executive Chairman	Wiphold, Postnet Suite 169, Private Bag X2600, Houghton, 2014
Mr Abel Sithole	Executive	Metropolitan Life, PO Box 2212, Bellville, 7535
Mr Marius Smith	Non-executive	11 Magnolia Crescent, Valmary Park, Durbanville, 7550
Dr Franklin Sonn	Non-executive	Cape Star, PO Box 2087, Bellville, 7535
Mr Preston Speckmann	Executive	Metropolitan Holdings, PO Box 2212, Bellville, 7535
Mr Johan van Reenen	Non-executive	Cape Star, PO Box 2087, Bellville, 7535
Mr Sandile Zungu	Non-executive	Denel, PO Box 8322, Centurion, 0042

29.2 **Directors' interest in securities**

On 30 June 2004, the directors of Metropolitan had the following direct and indirect beneficial and non-beneficial interests in Metropolitan's issued ordinary share capital.

Directors	Direct		Indirect		Total Number ('000)	% of total issued share capital
	Beneficial ('000)	Non- beneficial ('000)	Beneficial ('000)	Non- beneficial ('000)		
Non-executive						
<i>Independent:</i>						
Mr S A Muller		7			7	0.0009
Mr J E Newbury	1				1	0.0001
Mr M L Smith			105		105	0.0149
Prof W P Esterhuyse	10				10	0.0014
Dr F A Sonn	3	52			55	0.0078
Executive						
Mr P R Doyle	1 698			778	2 476	0.3514
Mr A M Sithole	1 138				1 138	0.1615
Mr P E Speckmann	674				674	0.0957
	3 524	59	105	778	4 466	0.6338

Note:

There have been no changes to directors' interests since 30 June 2004.

30. **SHARE PRICE HISTORY**

Metropolitan's share price on the JSE is summarised in Annexure 3 to this circular. On the last practicable date the closing price per share on the JSE was 730 cents.

31. **MATERIAL CHANGES**

There has been no material change in the financial or trading position of the Metropolitan Group since the publication of its audited results for the year ended 31 December 2003.

32. **LITIGATION STATEMENT**

There are no legal or arbitration proceedings which may have, or have had in the past 12 months, a material effect on the financial position of Metropolitan or its subsidiaries. The board is not aware of any such proceedings that are pending or threatened.

33. **DIRECTORS' RESPONSIBILITY STATEMENT**

The directors whose names are given in paragraph 29.1 of this circular, collectively and individually, accept full responsibility for the accuracy of the information given in this circular, and certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this circular contains all information required by law and the Listings Requirements.

34. **GENERAL MEETING**

Following hereafter, and forming part of this circular, is a notice of the general meeting of shareholders convened to be held in the Auditorium, 7 Parc du Cap, Mispel Road, Bellville, Cape Town on Wednesday, 1 September 2004, at 11:00 for the purpose of considering and, if deemed fit, passing with or without modification, the resolutions required to implement the transaction, odd-lot offer and the general authority to make payments to shareholders.

In terms of the Companies Act the special resolutions necessary to give effect to the creation of the Met prefs, the amendments of the articles of association and the specific repurchase of shares must be passed by at least 75% of the shareholders present in person or by proxy and voting at the general meeting.

Shareholders who have not dematerialised their Metropolitan shares and shareholders who have dematerialised shares in their own name and who are unable to attend the general meeting, but wish to be represented thereat, are requested to complete and return the attached form of proxy (white) to be received by the transfer secretaries by no later than 11:00 on Monday, 30 August 2004, in accordance with the instructions contained therein.

If shareholders have dematerialised their Metropolitan shares with a CSDP (other than those shareholders whose shareholding is recorded in their own name in the sub-register maintained by their CSDP), they must arrange with the CSDP to provide them with the necessary authorisation to attend the general meeting or they must instruct their CSDP as to how they wish to vote in this regard. This must be done in terms of the custody agreement entered into between the shareholder and the CSDP.

35. **DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents, or copies thereof, will be available for inspection by shareholders from the date of this circular, 6 August 2004, up to and including 1 September 2004, during normal business hours on weekdays (excluding official South African or Namibian public holidays) at the registered office of Metropolitan, being 7 Parc du Cap, Mispel Road, Bellville, Cape Town and at the offices of the transfer secretaries in Namibia, being Shop 8, Kaiserkrone Centre, Post Street Mall, Windhoek:

- 35.1 Metropolitan's memorandum and articles of association;
- 35.2 the audited financial statements of Metropolitan for the three financial years ended 31 December 2001, 2002 and 2003;
- 35.3 the agreements relating to the transaction comprising the subscription agreements, relationship agreement and cession of voting rights;
- 35.4 the reporting accountants' report;
- 35.5 the independent expert's fair and reasonable opinion;
- 35.6 the consent letters from the advisers; and
- 35.7 a signed copy of this circular.

By order of the board

Mrs B Gobodo-Mbomvu
Company secretary

Bellville, Cape Town
6 August 2004

Independent Expert's Opinion

28 July 2003

Metropolitan Holdings Limited
7 Parc du Cap
Mispel Road
Belville 7530
South Africa

For the Attention of the Board of Directors

1. Introduction

Metropolitan Holdings Limited (the "Company") and Kagiso Trust Investments (Pty) Ltd (the "Acquiror" or "NewCo"), together with Off The Shelf Investments 109 (Pty) Ltd and Off The Shelf Investments 108 (Pty) Ltd, both newly formed, wholly owned subsidiaries of the Acquiror, propose to enter into a Relationship Agreement (the "Agreement") pursuant to which NewCo will acquire 75.8 million redeemable convertible preference shares, par value 0.0001 cents per share (the "Met Preference Shares") for an aggregate consideration of ZAR540 million in cash (the "Consideration") (the "Transaction"). It is understood that each Met Preference Share will carry an option to convert into one ordinary share in the Company (the "Met Ordinary Shares"). Such option, to be exercised at the election of the holder of Met Preference Shares, can take place at any time between the third and the fifth anniversary of the Transaction. The Met Preference Shares will pay a dividend, the rate of which is to be determined for each six month period, and will consist of a base rate of 74% of the prime rate of interest as charged by FirstRand Bank Limited plus an initial margin of 0.5%. In addition, certain incremental margins are payable upon reaching certain quantitative and qualitative targets, where the quantitative targets have been agreed upfront and the qualitative targets will be reasonably agreed between the Company and NewCo in due course. Furthermore, a special dividend of approximately ZAR3.6 million is payable by the Company.

You have asked us, as independent professional expert, whether, in our opinion, the Transaction is fair and reasonable to holders of the Company's ordinary shares pursuant to section 5.53(b) of the Listings Requirements of the JSE Securities Exchange South Africa (the "JSE").

2. Information

In arriving at the opinion set out below, we have:

- Reviewed certain publicly available business and financial information relating to the Company that we deemed to be relevant;
- reviewed the Relationship Agreement between the Company and NewCo;
- participated in discussions with senior management of the Company, including discussions regarding financial forecasts of the management of the Company;
- participated in discussions with, and reviewed documents, including a legal opinion written by the Company's legal advisers regarding the application of the Financial Sector Charter in the context of the Transaction; and
- reviewed such other financial studies and analyses and other matters as we deemed necessary, including our assessment of general economic, market and monetary conditions.

Furthermore, we have taken the following factors into account:

- the proposed terms of the Transaction in comparison with the terms of certain other transactions that we deemed to be relevant;
- the assessment of the Board as to the benefits it expects from entering into the Transaction, as well as the potential impact on the Company of not entering into the Transaction; and
- the environment in which the Company operates and the need for empowerment within that environment for the Company to operate effectively.

in preparing our opinion, we have not reviewed the accuracy and completeness of the information supplied or otherwise made available to us, discussed with or reviewed by or for us, or publicly available, and we have not independently audited such information or undertaken an independent evaluation or appraisal of any of the assets or liabilities of the Company or been furnished with any such evaluation or appraisal nor have we evaluated the solvency or fair value of the Company or the Acquiror under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of the Company. In respect of financial forecast information furnished to or discussed with us by the Company, we have discussed the assumptions made therein with the management of the Company. On the basis of these and such other enquiries as we have considered appropriate, we believe that the financial forecast information has been compiled with due care and consideration. For actuarial information, we have relied on the published analysis that has been prepared by independent actuaries. We have not considered any alternative transactions that the Company might have entered into to achieve its objective of complying with the requirements of the Financial Sector Charter. We have assumed, with your consent, that the Transaction will be deemed to comply with the requirements of the Financial Sector Charter and that the Met Preference Shares will be counted towards the direct ownership requirement of the Financial Sector Charter in full. We have also assumed that the relationship agreement has not been materially amended subsequent to our review and that the Transaction will be consummated substantially on the terms set out in the Relationship agreement as signed on 23 June 2004.

Our opinion is necessarily based upon market, economic and other conditions as they exist and can be evaluated on, and on the information made available to us as of the date of this letter, including, but not limited to, our current understanding of the Financial Sector Charter, based on discussions with the Company and its advisors. We have assumed that in the course of obtaining any necessary regulatory or other consent or approvals (contractual or otherwise) for the Transaction, no restrictions, including any divestiture requirements or amendments or modifications, will be imposed that will have a material adverse effect on the contemplated benefits of the Transaction.

3. **Methodology**

In arriving at our conclusion, we have undertaken a valuation of the options embedded in the Met Preference Shares and in doing so we have made certain assumptions, including in relation to the Company's dividend yield, long term share price volatility and interest rates. The valuation of the options has been undertaken using the Black Scholes valuation methodology. We have compared the cost of the Met Preference Shares, including the cost of the options, to the cost of funding of the Company. The differential has been compared with the potential loss of value that may arise if the Company were not to enter into the Transaction.

4. **Explanation of Fair and Reasonable**

Fairness is based on quantitative issues. We have had regard to the value of the consideration received and of the securities to be issued, as well as to the potential loss in value if the Company were not to enter into the Transaction. Reasonableness is based on qualitative issues, including those described above under factors taken into account in paragraph 2.

5. **Opinion**

Our opinion is based on the economic, financial, market and other conditions prevailing at the date of this letter. In particular, we have not considered the effect of the Company losing its empowerment credentials as a result of termination of the Transaction, failure of the holders of the Met Preference Shares to exercise their options or sale of Met Ordinary Shares following exercise of the options. We have also relied on agreements setting out the terms of the Transaction, provided to us and assumed that the final executed agreements will not be materially different from these agreements. Subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm. Based upon and subject to the contents of this letter, in our opinion, as at the date of this letter, the terms and conditions of the Transaction are fair and reasonable to the holders of the Company's Ordinary Shares.

6. **Relationship with the Company**

We have been retained as an independent professional expert in connection with the Transaction and will receive a fee from the Company for our services. In addition, the Company has agreed to indemnify us for certain liabilities arising out of our engagement. We are currently sponsor to the Company on the JSE and have, in the past, provided financial advisory services to the Company and may continue to do so and have received and may receive fees for the rendering of such services. In addition, in the ordinary course of our business, we may actively trade the Ordinary Shares and other securities of the Company for our own account and for the accounts of customers and, accordingly, may at any time hold a long or short position in such securities.

7. **Use of this Opinion**

This opinion is provided solely for the benefit of the Board and the holders of the Company's Ordinary Shares in connection with and for the purpose of their consideration of the Transaction. This opinion shall not, in whole or in part, be disclosed, reproduced, disseminated, quoted, summarised or referred to at any time, in any manner or for any purpose, nor shall any public references to Merrill Lynch South Africa (Pty) Ltd or any of its affiliates be made by the Company or any of its affiliates, without the prior consent of Merrill Lynch South Africa (Pty) Ltd.

Our opinion does not address the merits of the underlying decision by the Company to engage in the Transaction, does not constitute a recommendation to any shareholder as to how such shareholder should vote on the proposed Transaction or any matter related to it and does not express an opinion on future movements in the price of the Met Ordinary shares. An individual shareholder's decision may be influenced by such shareholder's particular circumstances. Accordingly, a shareholder should consult an independent financial adviser if such shareholder is in any doubt as to the merits or otherwise of the transaction.

Yours faithfully,

MERRILL LYNCH SOUTH AFRICA (PTY) LTD

Reporting Accountants' Report

28 July 2004

The Directors
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

REPORT OF THE INDEPENDENT REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA FINANCIAL EFFECTS, INCOME STATEMENT AND BALANCE SHEET (COLLECTIVELY REFERRED TO AS "THE PRO FORMA FINANCIAL INFORMATION") OF METROPOLITAN HOLDINGS LIMITED ("METROPOLITAN")**1. INTRODUCTION**

Metropolitan has reached an agreement with Kagiso Trust Investments (Proprietary) Limited ("KTI"), subject to certain conditions precedent, to conclude an empowerment transaction that will result in KTI acquiring an equity holding in Metropolitan ("the transaction").

We report on the unaudited *pro forma* financial information set out in paragraph 10 of the circular to Metropolitan shareholders to be dated on or about 6 August 2004 ("the circular"). The unaudited *pro forma* financial information has been prepared for illustrative purposes only to provide information on how the transaction would have impacted on the consolidated financial results and position of Metropolitan. Because of its nature, the unaudited *pro forma* financial information may not give a fair reflection of Metropolitan's financial position after the completion of the transaction, nor the effect on future earnings.

At your request, and for purposes of the circular, we present our report on the unaudited *pro forma* financial information in compliance with the Listings Requirements of the JSE Securities Exchange South Africa ("JSE").

2. RESPONSIBILITIES

The directors of Metropolitan are solely responsible for the preparation of the unaudited *pro forma* financial information to which this independent reporting accountants' report relates, and for the financial statements and financial information from which it has been prepared.

It is our responsibility to express an opinion on the basis of preparation of the unaudited *pro forma* financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited *pro forma* financial information beyond that owed to those to whom those reports were addressed at their dates of issue.

3. BASIS OF OPINION

Our work, which did not involve any independent examination of any of the underlying financial information, consisted primarily of agreeing the unadjusted financial information to the audited annual financial results of Metropolitan for the year ended 31 December 2003, considering the evidence supporting the adjustments to the financial information, recalculating the amounts based on the information obtained and discussing the unaudited *pro forma* financial information with the directors of Metropolitan.

Because the above procedures do not constitute either an audit or a review made in accordance with Statements of South African Auditing Standards, we do not express any assurance on the fair presentation of the unaudited *pro forma* financial information.

Had we performed additional procedures or had we performed an audit or review of the financial information in accordance with Statements of South African Auditing Standards, other matters might have come to our attention that would have been reported to you.

4. **OPINION**

In our opinion:

- the unaudited *pro forma* financial information has been properly compiled on the basis stated;
- such basis is consistent with the accounting policies of Metropolitan; and
- the adjustments are appropriate for the purpose of the unaudited *pro forma* financial information, in terms of the transaction and in terms of section 8.30 of the JSE Listings Requirements.

Yours faithfully

PRICEWATERHOUSECOOPERS INC
CHARTERED ACCOUNTANTS (SA)
REGISTERED ACCOUNTANTS AND AUDITORS
CAPE TOWN"

Share Price History

The high/low and closing prices of the ordinary shares on the JSE and the volumes traded on the last practicable date were as follows:

Date	High (cents)	Low (cents)	Close (cents)	Volume
Quarterly				
30 June 2001	980	780	956	70 351 038
30 September 2001	1 060	700	840	74 219 126
31 December 2001	945	650	800	112 270 263
31 March 2002	902	520	595	97 059 893
30 June 2002	820	540	630	103 308 534
30 September 2002	669	485	555	44 264 779
31 December 2002	660	505	610	34 560 564
31 March 2003	640	495	520	40 877 870
30 June 2003	640	470	595	29 671 430
Monthly				
31 July 2003	635	595	620	10 766 544
31 August 2003	630	575	610	39 327 531
30 September 2003	620	550	560	7 333 925
31 October 2003	700	560	670	13 997 753
30 November 2003	750	630	685	12 124 930
31 December 2003	700	635	685	11 160 978
31 January 2004	750	680	730	18 716 828
29 February 2004	810	720	770	9 646 569
31 March 2004	800	715	720	12 805 173
30 April 2004	790	720	745	33 312 753
31 May 2004	800	714	755	26 703 571
30 June 2004	771	710	730	18 786 684

Date	High (cents)	Low (cents)	Close (cents)	Volume
Daily				
01 July 2004	730	727	727	673 548
02 July 2004	740	720	740	2 577 169
05 July 2004	740	730	740	472 963
06 July 2004	745	730	745	415 616
07 July 2004	750	750	750	872 734
08 July 2004	760	750	750	213117
09 July 2004	745	740	745	494710
12 July 2004	750	740	750	123600
13 July 2004	750	740	740	411500
14 July 2004	750	740	750	584678
15 July 2004	750	750	750	1217618
16 July 2004	750	750	750	2341987
19 July 2004	760	740	760	1008342
20 July 2004	755	750	750	341083
21 July 2004	760	750	759	121799
22 July 2004	755	735	735	163216
23 July 2004	735	720	720	1682895
26 July 2004	735	720	720	1001289
27 July 2004	745	730	730	907391
28 July 2004	740	730	730	895927
29 July 2004	735	720	730	2015019

Statement in support of King II Report

Corporate governance

Metropolitan views its approach to corporate governance as one of the key business drivers, and hence strengths. The primary motivation is to ensure that the Group's business is conducted with the utmost integrity, which it demands from its management, employees, suppliers and any other stakeholders. As a significant player in the financial services arena in South Africa, it is also important that the Group continues to contribute towards trust and confidence in the capital markets through open and honest communication. Metropolitan is fully committed to the principles of the Code of Corporate Practices and Conduct set out in the King Committee Report on corporate governance (King II). The purpose of King II is to promote the highest level of corporate governance in South Africa.

Compliance with King II

The directors are of the opinion that Metropolitan complies with, and has applied, the requirements of King II.

Various initiatives were undertaken during the previous financial year as part of the process of strengthening corporate governance within the Group. These included the finalisation of an extensive, in-depth corporate governance review. The Group was found to be compliant with most of the recommendations in King II and, in response to the findings of the review, embarked on the following during 2003:

- implementing a board charter
- establishing a risk committee
- establishing a nominations committee
- reviewing its relationships with selected service providers and consultants to enhance independence and objectivity
- conducting an independent board self-assessment review for the first time.

Application of King II and approach to the corporate governance

All entities in the Metropolitan Group are required to subscribe to the spirit and principles of King II. In addition, King II is applied to all operating entities of the nature and size identified therein.

The board will continue to emphasise corporate governance as a strategic driver. It will also continue to monitor developments in the corporate governance arena, locally and internationally, with a view to reviewing and adapting corporate governance structures and practices where appropriate.



METROPOLITAN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2000/031756/06)

JSE Share Code: MET

NSX Share Code: MTD

ISIN: ZAE000050456

("Metropolitan" or "the Company")

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of the Company will be held in the Auditorium, 7 Parc du Cap, Mispel Road, Bellville, Cape Town at 11:00 on Wednesday, 1 September 2004, for the purposes of considering and, if deemed fit, passing with or without modification, the following special and ordinary resolutions:

Words and expressions used in the circular to shareholders dated 6 August 2004 shall bear the same meanings in this notice and in particular in the resolutions referred to below:

RESOLUTIONS

Special resolution number 1

"Resolved as a special resolution that:

subject to the passing and registration of special resolution number 2, in terms of section 75(1)(a) of the Companies Act and article 28 of the articles of association of the Company, the authorised share capital of the Company of R1 000 consisting of 1 billion ordinary shares of 0.0001 cents each, be and is hereby increased to the nominal value of R1 075.84265 by the creation of 75 842 650 variable rate cumulative convertible redeemable preference shares of 0.0001 cents each, the rights and conditions attaching to which are set out in article 135 of the articles of association of the Company to be adopted in terms of special resolution number 2 and that the memorandum of association be amended accordingly."

Reason for and effect of special resolution number 1

The reason for and effect of this special resolution number 1 is to increase the Company's authorised share capital by the creation of 75 842 650 variable rate cumulative convertible redeemable preference shares in order to implement the empowerment transaction described in the circular in which this notice is contained.

Special resolution number 2

"Resolved as a special resolution that:

subject to the passing and registration of special resolution number 1, the articles of association of the Company be and are hereby amended by the insertion of the following new article 135 after the existing article 134:

135 TERMS AND CONDITIONS OF THE RIGHTS AND PRIVILEGES ATTACHING TO THE VARIABLE RATE CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES

135.1 *Notwithstanding anything to the contrary in the articles, the following terms and conditions shall attach to the variable rate convertible cumulative redeemable preference shares of 0.0001 cents (Zero point Zero Zero Zero One Cents) each in the issued share capital of the Company.*

135.2 Interpretation

For the purposes of this article 135, unless the context clearly indicates a contrary intention, the following words and expressions shall bear the meanings assigned to them below and cognate words and expressions shall bear corresponding meanings:

"A' SPV Prefs" the variable rate cumulative redeemable "A" preference shares in the share capital of the SPV with a par value of R1 (One Rand);

"Absa" Absa Bank Limited, a public company incorporated under the laws of South Africa with registration number 1986/004794/06, acting through its Absa Corporate and Merchant Bank Division;

"the Act"	the Companies Act 61 of 1973, as amended from time to time;
"Average"	the simple arithmetic average;
"the Bank Consortium"	collectively Absa, RMB and Nedbank;
"Business Day"	any day (other than a Saturday, Sunday or an official public holiday in South Africa within the meaning of the Public Holidays Act, No. 36 of 1994, as amended) on which banks generally are open for business in Johannesburg;
"Coupon Rate"	the coupon rate of dividend payable on the Met Prefs in accordance with article 135.3.5 below;
"Dividend Date"	31 March and 30 September each year;
"Holder"	the holder of the Met Prefs from time to time;
"Initial Rate"	the initial rate of dividend payable on the Met Prefs defined as "B" in article 135.3.4 below;
"Intercreditor and Agency Agreement"	the intercreditor and agency agreement concluded between Absa, RMB and Nedbank;
"Issue Date"	the date of issue of the Met Prefs;
"Issue Price"	the amount of R7.12 (Seven Rand Twelve Cents), less any repayments of share capital or premium to Holders;
"JSE"	the JSE Securities Exchange South Africa;
"KTI"	Kagiso Trust Investments (Proprietary) Limited, a private company duly incorporated under the laws of South Africa with registration number 1993/007845/07;
"Managing Agent"	the managing agent as appointed in accordance with the Intercreditor and Agency Agreement;
"Met Prefs"	the variable rate convertible cumulative redeemable preference shares in the share capital of the Company with a par value of 0.0001 cents;
"Met Preference Dividend"	the preferential cash dividend payable to the Holders of Met Prefs in accordance with article 135.3 below;
"Methold Group"	collectively the Company and its Subsidiaries;
"Nedbank"	Nedbank Limited, a public company incorporated under the laws of South Africa with registration number 1951/000009/06, acting through its Capital Division;
"Newco"	Off the Shelf Investments 109 (Proprietary) Limited, a private company incorporated under the laws of South Africa with registration number 2004/013168/07;
"Prime Rate"	the prevailing interest rate (per cent, per annum, compounded monthly) from time to time published by First National Bank, a division of FirstRand Bank Limited, as being its prime overdraft rate (as certified by any manager of FirstRand Bank Limited whose appointment and designation need not be proved) expressed as a percentage;
"Redemption Amount"	the amount detailed in article 135.5.1 below;
"Redemption Date"	a date 5 (five) years after the Issue Date, unless the Met Prefs are converted or redeemed at an earlier date in terms of this article 135, or such later date as agreed between the SPV, the Banking Consortium and the Company;
"RMB"	FirstRand Bank Limited, a public company incorporated under the laws of South Africa with registration number 1929/001225/06, acting through its Rand Merchant Bank Division;

"SPV"	Off the Shelf Investments 108 (Proprietary) Limited, a private company incorporated under the laws of South Africa with registration number 2004/013271/07;
"SPV Subscription Agreement"	the subscription agreement between the Company, the SPV, Newco, the Bank Consortium and Khumo Bathong Capital (Proprietary) Limited;
"Subsidiary"	any subsidiary as defined in the Act.

135.3 **Preference Dividends**

135.3.1 The Met Prefs shall confer on the Holder thereof the right to receive out of the profits of the Company prior to the provision for, or declaration or payment of, any dividends or capital of any nature whatsoever on any ordinary share in the capital of the Company, a 6 (six) monthly cumulative preferential cash dividend which shall accrue on a daily basis and which shall be determined in the manner set out in articles 135.3.2 and 135.3.4 below.

135.3.2 The Met Preference Dividends shall be due and payable 6 (six) monthly in arrear on the Dividend Dates to Holders of Met Prefs registered on the Business Day immediately preceding each Dividend Date.

135.3.3 Save for the dividend payable in terms of article 135.4.2 below, the Company's obligation to pay any preference dividends on the Met Prefs shall at all times be discharged by direct payment of such preference dividends to the Managing Agent who shall distribute any preference dividends exceeding the amount attributable to the Coupon Rate in accordance with clause 1.7 of Schedule 1 to the SPV Subscription Agreement.

135.3.4 The Met Preference Dividend for each of the Met Prefs held by the Holders thereof from time to time shall be calculated in arrear in accordance with the following formula:

$$MPD = \frac{(A + B + C + D) \times E \times F}{365}$$

Where:

- MPD = the Met Preference Dividend per Met Pref;
- A = the Coupon Rate as determined in article 135.5;
- B = the Initial Rate of 0,5%;
- C = the Performance Rate as determined in article 135.3.6;
- D = the Out-Performance Rate as determined in article 135.3.7;
- E = the Issue Price;
- F = the number of days of the relevant period in respect of which the Met Preference Dividend is payable.

135.3.5 **Coupon Rate**

The Coupon Rate shall be calculated in arrear in accordance with the following formula:

$$A = G \times PR$$

Where:

- A = the Coupon Rate;
- G = 74% or such other percentage applicable as contemplated in article 135.4.3 below;
- PR = the Prime Rate.

135.3.6 **The Performance Rate**

- 135.3.6.1 The boards of the Company and KTI shall jointly at the beginning of each financial year and each half year of the Company determine certain qualitative milestones for KTI to achieve in respect of the Company's business for the succeeding 6 (six) months.
- 135.3.6.2 An additional rate of dividend ("the Performance Rate") shall accrue to the Holder in terms of article 135.3.6.5 if the requisite qualitative milestones are achieved.
- 135.3.6.3 The Performance Rate shall commence at zero and then increase by an additional 0.5% for each semi-annual qualitative milestone that is achieved.
- 135.3.6.4 The first qualitative milestone shall be set for the period from 1 January 2005 until 30 June 2005 and, if achieved, the applicable Performance Rate will be taken into account in calculating the September 2005 Met Preference Dividend.
- 135.3.6.5 Once the Performance Rate has increased it shall remain at that level for the purposes of the formula in article 135.3.4 until conversion or redemption of the Met Prefs, unless the Performance Rate is increased by the achievement of further qualitative milestones as contemplated in article 135.3.6.2.

135.3.7 The Out-Performance Rate

- 135.3.7.1 The Company shall determine the Average of the growth of the following key financial ratios ("the Basket") of the Methold Group at the end of each interim and annual financial period of the Methold Group, in comparison to the corresponding previous interim or annual financial period, namely, the growth in:
- 135.3.7.1.1 dividend per ordinary share;
 - 135.3.7.1.2 value of new business for the period concerned;
 - 135.3.7.1.3 fully diluted core headline earnings per share.
- 135.3.7.2 An additional rate of dividend ("the Out-Performance Rate") shall accrue to the Holders in accordance with article 135.3.7.3 below if the Average growth is in excess of 9%. If there is negative growth in one of the rates constituting the Basket, it shall be deemed to be zero for the purpose of calculating the Average growth in the Basket.
- 135.3.7.3 The first Out-Performance Rate shall be calculated for the period 1 July 2004 to 31 December 2004 and will be included in the March 2005 Met Preference Dividend calculation. The Out-Performance Rate shall commence at zero and then increase by an additional percentage as determined in article 135.3.7.4.
- 135.3.7.4 The Out-Performance Rate shall increase by the addition of the percentage indicated in the following table opposite the Average growth in the Basket.

Average Growth in the Basket	Increase in dividend rate of Met Prefs
9% and below	0
greater than 9% and less than or equal to 10%	0.065%
greater than 10% and less than or equal to 11%	0.13%
greater than 11% and less than or equal to 12%	0.195%
greater than 12% and less than or equal to 13%	0.245%
greater than 13% and less than or equal to 14%	0.295%
greater than 14% and less than or equal to 15%	0.345%
greater than 15% and less than or equal to 16%	0.385%
greater than 16% and less than or equal to 17%	0.425%
greater than 17% and less than or equal to 18%	0.465%
greater than 18% and less than or equal to 19%	0.505%
in excess of 19%	0.545%

135.3.7.5 Once the Out-Performance Rate has increased it shall remain at that level for the purposes of the formula in article 135.3.4 until conversion or redemption of the Met Prefs unless it is increased by further growth in the Basket.

135.4 Additional Dividends

In addition to the Met Preference Dividend, the Holders of the Met Prefs shall be entitled to payment of *additional dividends* in the following amounts:

- 135.4.1 R2 266 668 (Two Million Two Hundred and Sixty Six Thousand Six Hundred and Sixty Eight Rand), payable with the first Met Preference Dividend paid after the Issue Date;
- 135.4.2 R1 350 000 within 7 days of the Issue Date, and
- 135.4.3 such amounts as may be required by the SPV from time to time to pay an additional rate of dividend to the holders of the "A" SPV Prefs in accordance with clause 1.8 of Schedule 1 of the SPV Subscription Agreement, which amounts shall be payable within 7 (seven) days after receipt of the SPV's written demand.

135.5 Redemption

135.5.1 The amount at which the Company shall redeem each Met Pref in terms of article 135.5.3 shall be an amount equal to:

135.5.1.1 the Issue Price; plus

135.5.1.2 any arrear Met Preference Dividends which at the date of redemption are still unpaid in respect of each Met Pref, on the basis that a dividend will be deemed to be in arrear and unpaid if at any earlier dividend payment date the Met Preference Dividend was neither declared nor paid or if declared, was not paid; plus

135.5.1.3 interest on arrear Met Preference Dividends calculated daily at the Prime Rate plus 2%, from the due date for payment of the Met Preference Dividend up to (but excluding) the Redemption Date, compounded monthly; plus

135.5.1.4 any additional dividend detailed in article 135.4 to which the holder is entitled but not yet been paid by the Company.

135.5.2 The Company shall make provision for the redemption of Met Prefs from its share premium account as contemplated in S76(1)(c) of the Act.

135.5.3 Subject to the further provisions of the Act and the provisions of article 135.6 below, the Company shall redeem the Met Prefs in full for the Redemption Amount, on the Redemption Date against either:

135.5.3.1 surrender to the Company of the certificates in respect of the Met Prefs; or

135.5.3.2 if such certificates are lost, receipt of a suitable written indemnity from the holder that the certificates have not been alienated or pledged.

135.5.4 Should the Redemption Amount not be paid on the due date, then such amount shall bear interest at the Prime Rate plus 2% from the due date until date of payment.

135.6 Redemption on Default

135.6.1 Default event requiring written notification from SPV

Notwithstanding anything to the contrary herein contained, all the issued Met Prefs shall be redeemed in full, if:

135.6.1.1 the Company should have failed to declare any dividend on the Met Prefs on the Dividend Dates, or, having declared any dividend, should have failed to pay such dividend on the due date of payment therefor; and

135.6.1.2 the SPV has given the Company written notice that it requires redemption of such Met Prefs.

135.6.2 **Default events requiring immediate redemption**

Notwithstanding anything to the contrary herein contained, all the Met Prefs shall become immediately redeemable and shall be redeemed in full on the occurrence of any one or more of the following events after the Issue Date, namely:

- 135.6.2.1 if the Company should fail to redeem any of the Met Prefs on the Redemption Date or fail to pay to the Holder thereof the full proceeds of redemption on the due date of payment therefor; or
- 135.6.2.2 if the Company commits an act of insolvency which, if it were a natural person, would be an act of insolvency in terms of Section 8 of the Insolvency Act; or
- 135.6.2.3 if the Company should be placed into liquidation or under judicial management or wound-up, in any case whether provisionally or finally and whether voluntarily or compulsorily; or
- 135.6.2.4 if the Company should give any notice or take any steps to convene a meeting of its shareholders to adopt a resolution placing it in liquidation or under judicial management, in either case whether provisionally or finally; or
- 135.6.2.5 if the Company should make or attempt to make or recommend any general offer of compromise with any or all of its creditors; or
- 135.6.2.6 if any asset of the Company is attached for a judgement in excess of R5 million and the Company fails to set such attachment aside within 60 days; or
- 135.6.2.7 any default under the terms of "A" SPV Prefs resulting in the SPV being called upon to redeem the "A" SPV Prefs; or
- 135.6.2.8 any acts committed by the Company which are ultra vires the Company's objects as contained in its memorandum and these articles; or
- 135.6.2.9 any repudiation by the Company of its obligations under the terms of this article 135, or if the Company causes to be done any act or thing which, in the reasonable opinion of the Managing Agent, evidences an intention to repudiate any of its obligations under this article 135.

135.7 **Meetings**

The Holder shall be entitled to receive notice of, and to be present at, any general meeting of the Company and shall (in its capacity as holder) be entitled to vote, either in person, by representation or by proxy, at any such meeting as if the Holder is an ordinary shareholder of the Company holding as many ordinary shares of the Company as it holds Met Prefs, but subject to the following conditions imposed by the Listings Division of the JSE:

- 135.7.1 the exercise of the voting rights of the Met Prefs are entirely subject to the conditions of approval issued by the Listings Division of the JSE;
- 135.7.2 no further issue of Met Prefs may be made without the written consent of the JSE; and
- 135.7.3 the Holder may not veto any resolutions of the Company that would otherwise have been passed by the holders of ordinary shares together with the Holder of the Met Prefs.

135.8 **Rights of Conversion**

- 135.8.1 The Holder may, upon written notice to the secretary of the Company in the period 3 (three) years and one day after the Issue Date but prior to the Redemption Date and subject to the written consent of the Bank Consortium, request the Company to convert the Met Prefs into ordinary shares of the Company, ranking pari passu in all respects with the then existing ordinary shares of the Company, with effect from the date of receipt by the secretary of the said notice together with the written consent of the Bank Consortium.
- 135.8.2 Upon such conversion the Holder of the Met Prefs shall deliver to the Company certificates in respect of the number of Met Prefs converted and details of their Central Securities Depository Participant to hold the uncertificated ordinary shares of the Company against payment of all costs incurred by the Company to issue such ordinary shares of the Company, whereafter the Company shall apply for the listing of such converted Met Prefs on the JSE.

135.9.1 The Company shall not be liable to the Holders for interest on any unclaimed Met Preference Dividend or distribution of redemption monies. The Company shall retain all unclaimed monies until they are claimed; provided that any amount remaining unclaimed for a period of 12 (twelve) years shall be forfeited by the Holder to the Company.

135.9.2 The Managing Agent shall be entitled, but not obliged, to give notice on behalf of the SPV to any party in terms of this article 135."

Reason for and effect of special resolution number 2

The reason for and effect of this special resolution number 2 is to amend the articles of association of the Company to provide for the terms and conditions attaching to the variable rate cumulative convertible redeemable preference shares created in terms of special resolution number 1 and the requirements of the JSE.

Special resolution number 3

"Resolved as a special resolution that:

subject to the passing of ordinary resolution number 2, the Company be and is hereby authorised by way of a specific approval in terms of section 85 of the Companies Act and in terms of the Listings Requirements of the JSE and any other stock exchange upon which the shares of the Company may be quoted or listed, to repurchase at the offer price plus a premium of 5% the ordinary shares held by those odd-lot holders in the Company who elect, pursuant to the odd-lot offer, to sell their odd-lot holdings to the Company or who do not make an election and are accordingly deemed to have sold their odd-lot holdings, to the extent that such ordinary shares are not transferred to odd-lot holders who have elected to purchase additional shares under the odd-lot offer. The ordinary shares repurchased in terms of this specific approval will be cancelled, delisted and restored to the status of authorised ordinary shares."

Reason for and effect of special resolution number 3

The reason for and effect of special resolution number 3 is to authorise the Company to repurchase ordinary shares in the Company for the purpose of the odd-lot offer contained in the circular to shareholders dated 6 August 2004.

Ordinary resolution number 1

"Resolved as an ordinary resolution that:

subject to the passing and registration of special resolution numbers 1 and 2, the 75 842 650 variable rate cumulative redeemable preference shares with a par value of 0.0001 cents be and are hereby placed under the control of the directors with the specific authority in terms of section 221 of the Companies Act to allot and issue such shares to the SPV in order to implement the transaction."

In terms of the Listings Requirements, the approval of a 75% majority of the votes cast by the shareholders present or represented by proxy at the general meeting is required for this ordinary resolution to be passed.

Ordinary resolution number 2

"Resolved as an ordinary resolution that:

in terms of article 134 of the articles of association of the Company the directors be and are hereby authorised and empowered to make and implement an odd-lot offer to shareholders holding less than 100 ordinary shares in the Company at the close of business on Friday, 17 September 2004 on the terms and conditions of the odd-lot offer contained in the circular dated 6 August 2004 which has been approved by the JSE and NSX and which is tabled at the general meeting."

Ordinary resolution number 3

"Resolved as an ordinary resolution that:

subject to the passing of ordinary resolution number 2, the directors be and are hereby granted a specific authority in terms of section 221 of the Companies Act and the Listings Requirements of the JSE and any other stock exchange upon which the shares of the Company may be quoted or listed, to allot and issue such number of ordinary shares of 0.0001 cents each in the capital of the Company at the offer price as may be required by those odd-lot holders who, pursuant to the odd-lot offer contained in the circular to shareholders dated 6 August 2004, have elected to increase their holdings to 100 ordinary shares, to the extent that the aggregate of Metropolitan shares which have been sold under the odd-lot offer is insufficient to meet the number of shares required by such odd-lot holders."

In terms of the Listings Requirements, the approval of a 75% majority of the votes cast by the shareholders present or represented by proxy at the general meeting is required for this ordinary resolution to be passed.

Ordinary resolution number 4

“Resolved as an ordinary resolution that:

the directors of the Company be and are hereby authorised, by way of a general authority, to distribute to shareholders of the Company any share capital and reserves of the Company in terms of Section 90 of the Companies Act, article 100 of the articles of association of the Company and in terms of the Listings Requirements, it being recorded that the Listings Requirements currently require, *inter alia*, that the Company may make a general distribution of share capital only if:

- the general authority shall be valid until the next annual general meeting of the Company, provided that it shall not extend beyond 15 months from the passing of this ordinary resolution; and
- any general distribution of share premium by the Company shall not exceed 20% of the Company's issued share capital and reserves but excluding minority interests.

The directors of the Company are of the opinion that, if the Company were to enter into a transaction to distribute share capital and/or reserves totalling 20% of the current issued share capital and reserves of the Company, during the period that the authority is valid:

- the Company, and the Company and its Subsidiaries (“the Group”) will be able to pay its debts as they become due in the ordinary course of business;
- the consolidated assets of the Company and the Group, fairly valued in accordance with generally accepted accounting practice, will exceed its consolidated liabilities;
- the issued share capital of the Company and the Group will be adequate for the purpose of the business of the Company and the Group for the foreseeable future; and
- the working capital available to the Company and the Group will be sufficient for the Company and the Group's requirements for the foreseeable future.”

Ordinary resolution number 5

“Resolved as an ordinary resolution that:

seven million of the unissued ordinary shares of the Company be and are placed under the control of the directors to enable the directors to allot and issue such shares for the purpose of the Metropolitan Staff Share Purchase Trust and the Metropolitan Share Incentive Trust, subject to the provisions of the Companies Act and the Listings Requirements of the JSE and provided that the total shareholding of such trusts shall not exceed the current limits of 10% and 5% respectively of the total issued share capital of the Company.”

Ordinary resolution number 6

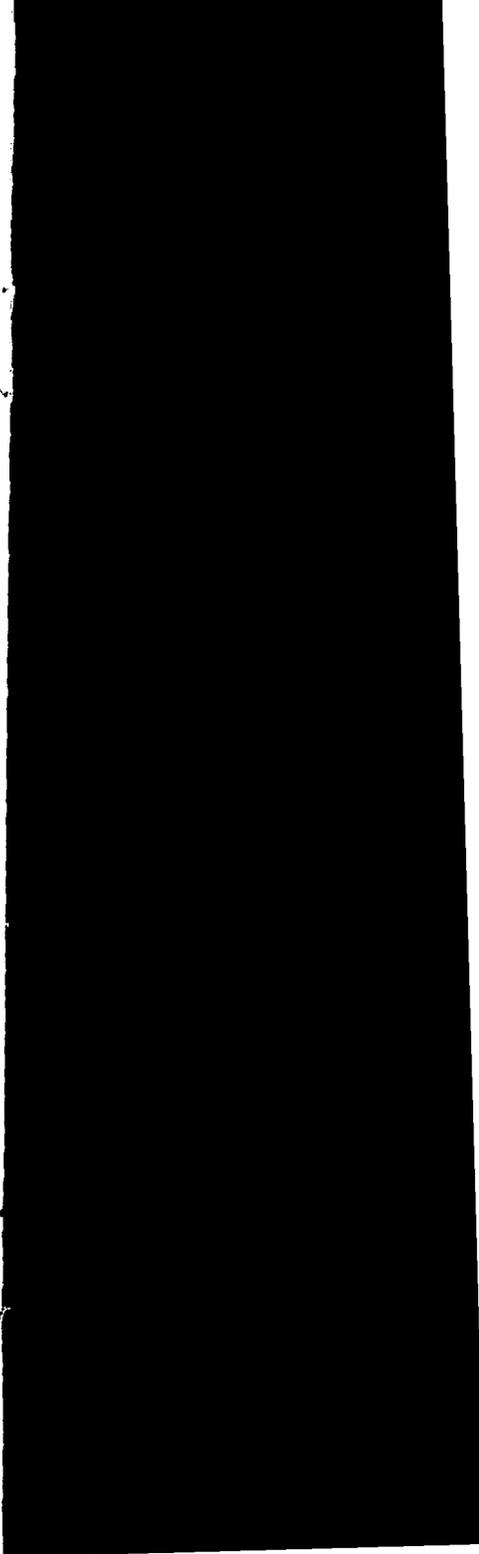
“Resolved as an ordinary resolution that:

any director or officer of the Company be and is hereby authorised to take all such steps and sign all such documents as are necessary to give effect to the resolutions passed at this general meeting.”

By order of the board

Mrs B Gobodo-Mbomvu
Company secretary

Bellville, Cape Town
6 August 2004



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A BEE Company

METROPOLITAN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2000/031756/06)

JSE Share Code: MET

NSX Share Code: MTD

ISIN: ZAE000050456

("Metropolitan" or "the Company")

FORM OF ELECTION AND SURRENDER

Only for completion by odd-lot holders who hold share certificates – not for use by odd-lot holders who have dematerialised their shares

Expressions used in this form shall, unless the context requires otherwise, bear the same meanings as in the circular to shareholders of Metropolitan issued on 6 August 2004.

Instructions

1. Odd-lot holders who have dematerialised their shares must inform their CSDP as to which election they wish to exercise in terms of the custody agreement entered into between them and their CSDP. Such odd-lot holders must not return this form of election and surrender to the transfer secretaries.
2. Option A under Part 1 must be completed by odd-lot holders who wish to sell their odd-lot holdings. This form of election and surrender must be sent together with all documents of title in accordance with paragraph 9 below.
3. Option B under Part 1 must be completed by odd-lot holders who wish to subscribe for additional shares to make up 100 ordinary shares.
4. Option C under Part 1 must be completed by all odd-lot holders who wish to retain their odd-lots.
5. Part 2 must be completed by all odd-lot holders who are emigrants from or non-residents of the common monetary area.
6. If this form of election and surrender is returned with the relevant documents of title before the odd-lot offer is implemented, it will be treated as a conditional surrender which is made subject to the odd-lot offer (details of which are set out in the circular to which this form is attached) being implemented. In the event of the odd-lot offer not being implemented for any reason whatsoever, the transfer secretaries will, within five business days of the date upon which it becomes known that the odd-lot offer will not be implemented, return the documents of title to the odd-lot holders concerned, by registered post, at the risk of such odd-lot holders.
7. Additional forms of election and surrender may be obtained from the transfer secretaries of the Company at the applicable addresses set out below.
8. Odd-lot holders who have not dematerialised their shares and who subscribe for additional shares by 12:00 on Friday, 17 September 2004 will have new certificates posted to them, by registered post, at the risk of such odd-lot holders, from Monday, 20 September 2004.
9. Odd-lot holders who have not dematerialised their shares should complete the details below in accordance with the instructions herein contained and lodge this form of election and surrender together with all documents of title or cheque/banker's draft, where applicable, with the transfer secretaries of the Company at the applicable addresses set out below, so as to be received by no later than 12:00 on Friday, 17 September 2004.

In South Africa:

Computershare Investor Services 2004 (Proprietary) Limited

Ground Floor

70 Marshall Street

Johannesburg, 2001

(PO Box 61051, Marshalltown, 2107)

In Namibia:

Transfer Secretaries (Proprietary) Limited

Shop 8, Kaiserkrone Centre

Post Street Mall

Windhoek

Namibia

(PO Box 2401, Windhoek, Namibia)

PART 1

Please complete option A, B or C below. Certificated odd-lot holders who do not complete and return this form of election and surrender by 12:00 on Friday, 17 September 2004 should note that their odd-lot holdings will be acquired at the offer price plus a premium of 5%.

OPTION A

I wish to sell

Mark with "X" if selected

Number of Metropolitan ordinary shares

I/We surrender and enclose the undermentioned documents of title:

Document of title

Certificate number(s)	Number of shares covered by each certificate
Total	

I/We enclose a cheque/banker's draft in South African currency in favour of "Metropolitan Holdings odd-lot offer" (cash or postal orders are not acceptable) for the applicable amount set out above. I/We hereby instruct you to post the share certificate reflecting the increased number of shares purchased at my/our risk, by registered post, in respect of the Metropolitan ordinary shares for which I/we subscribed, to the address given below. Where no address is specified, I/we confirm that the share certificate must be posted to my/our address as reflected in the share register of the Company.

OPTION C

I wish to retain my Metropolitan ordinary shares

Mark with "X" if selected

Surname	Stamp and address of agent lodging this form (if any)
First name	
Signature of odd-lot holder	
Assisted by me (if applicable)	
(State full name and capacity)	
Date 2004	
Telephone number: (Home) ()	
Telephone number: (Work) ()	
Postal address	

PART 2 - To be completed by all emigrants from and non-residents of the common monetary area

Name of authorised dealer/bank
Address
Account number

Notes:

1. This form is to be used by registered odd-lot holders who have not dematerialised their Metropolitan ordinary shares and who are recorded in the register at the close of business on Friday, 17 September 2004.
2. Odd-lot holders who have elected the option in Option A under Part 1 by 12:00 on Friday, 17 September 2004 will have the cheques or the electronic transfers, representing the proceeds of the sale of their odd-lot holdings, posted or effected, at the risk of such odd-lot holders, by ordinary post or electronic banking, from Monday, 20 September 2004.
3. Odd-lot holders who have elected the option in Option B under Part 1 will have new share certificates posted to them, at the risk of such odd-lot holders, by registered post, from Monday, 20 September 2004.
4. Part 2 of this form of election and surrender must be completed by all odd-lot holders who are emigrants from or non-residents of the common monetary area.
5. Any alteration to this form must be signed in full and not initialled.
6. If this form is signed under a power of attorney, then such power of attorney, or a notarially certificated copy thereof, must be sent with this form for noting (unless it has already been noted by the transfer secretaries).
7. Where the member is a company or a close corporation, unless it has already been registered with the transfer secretaries, a certified copy of the directors' or members' resolution authorising the signing of this form must be submitted if so requested by the transfer secretaries.
8. Note 7 above does not apply in the event of this form bearing the stamp of a broking member of the JSE.
9. Where there are joint holders of any Metropolitan ordinary shares, only that holder whose name appears first in the register in respect of such ordinary shares need sign this form.

METROPOLITAN HOLDINGS LIMITED

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(Registration number 2000/031756/06)

JSE Share Code: MET

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ISIN: ZAE000050456

("Metropolitan" or "the Company")

FORM OF PROXY

For completion only by ordinary shareholders holding share certificates and ordinary shareholders who have dematerialised their Metropolitan shares and whose shareholding is recorded in their own name in the sub-register maintained by their Central Securities Depository Participant ("CSDP")

This form of proxy is not for use by shareholders who have dematerialised their Metropolitan shares (other than those whose shareholding is recorded in their own name in the sub-register maintained by their CSDP)

I/We

being the holder of (number) shares in the Company, do hereby appoint:

1. or failing him/her,
2. or failing him/her,
3. the chairman of the general meeting,

as my/our proxy to attend, speak and vote on my/our behalf at the general meeting of shareholders to be held in the Auditorium, 7 Parc du Cap, Mispel Road, Bellville, Cape Town on Wednesday, 1 September 2004 at 11:00 and at any adjournment thereof and to vote or abstain from voting as follows on the special and ordinary resolutions to be proposed at such meeting:

Please indicate instructions to the appointed proxy by way of an "X" in the appropriate spaces below (if no instructions are given, the proxy may vote as he/she thinks fit):	For	Against	Abstain
Special resolution number 1 - Increase of the authorised share capital of the Company and the creation of 75 842 650 variable rate cumulative convertible redeemable preference shares			
Special resolution number 2 - The amendment of the Company's articles of association			
Special resolution number 3 - Specific authority to repurchase the Company's shares for the purpose of the odd-lot offer			
Ordinary resolution number 1 - Authority for directors to issue and allot shares to implement the transaction			
Ordinary resolution number 2 - Odd-lot offer to ordinary shareholders			
Ordinary resolution number 3 - Specific authority to issue shares for the purpose of the odd-lot offer			
Ordinary resolution number 4 - General authority to make a payment to shareholders			
Ordinary resolution number 5 - Authority for directors to issue and allot shares for the Metropolitan staff share schemes			
Ordinary resolution number 6 - Authority for a director to implement aforementioned resolutions			

A shareholder entitled to attend and vote at the general meeting may appoint a proxy or proxies to attend, speak and vote in his/her stead on a show of hands and on a poll. The proxy so appointed need not be a shareholder of the Company.

Every person present and entitled to vote at the general meeting as a shareholder or as a representative of a body corporate shall on a show of hands have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, every share shall have one vote.

Signed at on this day of 2004

Name in BLOCK LETTERS

Signature

(Initials and surname of joint holders, if any)

Address

Please refer to the notes on the reverse side hereof.

not complying with the foregoing will be deemed not to have been validly exercised. The person present at the general meeting whose name appears first on the list of names overleaf shall be the validly appointed proxy for the shareholder at the general meeting.

2. A shareholder's instructions to the proxy must be indicated in the appropriate spaces provided. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, or to cast all those votes in the same way, but the total of votes cast, and in respect whereof abstention is directed, may not exceed the total of the votes exercisable by the shareholder or the proxy. If a shareholder fails to comply with the above or to provide voting instructions or gives contradictory instructions, or should any further resolution(s) or any amendments(s) that may be properly put before the general meeting be proposed, the proxy shall be entitled to vote or abstain from voting at the general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the general meeting.
3. Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatory.
4. Companies and other corporate bodies are advised to appoint a representative in terms of section 188 of the Companies Act, 1973, for which purpose a duly certified copy of the resolution appointing such a representative should be attached to this form of proxy.
5. A notarially certified copy of a power of attorney establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries.
6. When there are joint holders of shares, any one holder may sign this form of proxy.
7. The completion and lodging of this form of proxy will not preclude the shareholder who grants the proxy from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
8. The chairman of the general meeting may reject or accept any form of proxy which is completed and/or received other than in accordance with these notes, provided that the chairman is satisfied as to the manner in which the shareholder concerned wishes to vote.
9. Completed forms of proxy should be returned to the undermentioned address, to be received by no later than 11:00 (South African time) on Monday, 30 August 2004 to either:

In South Africa:

Computershare Investor Services 2004 (Proprietary) Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

In Namibia:

Transfer Secretaries (Proprietary) Limited
Shop 8, Kaiserkrone Centre
Post Street Mall
Windhoek
Namibia
(PO Box 2401, Windhoek, Namibia)

update

METROPOLITAN
HOLDINGS LIMITED



17 August 2004

Update is a newsletter produced by the investor relations department of Metropolitan Holdings Limited. It provides information on the different businesses in the group as well as financial news. Contact Nico Oosthuizen on (021) 9406111 or Sue Snow on (021) 940-6119 or send an e-mail to noosthuizen@metropolitan.co.za or ssnow@metropolitan.co.za for further information.

Metropolitan Holdings Limited issued the following two statements to the media today.

Metropolitan withdraws cautionary

Metropolitan today (17 August) withdrew the cautionary under which it has been trading since 4 August.

Chief executive Peter Doyle said that as negotiations progressed, it had become apparent that the synergies which the group had anticipated would not in fact materialise.

"We have always made it very clear that we will never conclude deals that do not make sound business sense, and the economic rationale was simply not strong enough."

Confidentiality agreements between the parties concerned mean that no further details can be disclosed.

Metropolitan expecting good interim results

Metropolitan today (17 August) issued a trading update in which it said that its results for the six months to 30 June 2004, due to be announced on 8 September, were expected to be between 20% and 40% better than those for the equivalent period in 2003.

Chief executive Peter Doyle ascribed the group's anticipated strong showing to continued improvement in its operational performance, which was already apparent at year-end but which has been driven further by management focus on core businesses, plus higher investment returns.

QUERIES

Tyrrel Murray
General manager: group finance
Metropolitan Holdings Limited
Tel 021 9405083 or 082 889 2167

Peter Doyle
Group chief executive
Metropolitan Holdings Limited
Tel 021 9405681 or 082 880 2690

RECEIVED
2004 NOV 23 4 11 59
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

RECEIVED

2004 NOV 23 A 11: 59

Date: 19/08/2004

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

Our Reference: 14691185
Box: 54642
Sequence: 37

BONGIWE GØBODO-MBOMVU
P O BOX 2212
BELLVILLE
7535

Secretary

RE: Amendment to Company Information
Company Number: 2000/031756/06
Company Name: METROPOLITAN HOLDINGS

We have received a CM26 (Special resolution) from you dated 26/05/2004.
The CM26 (1) was accepted and placed on file.

Yours truly

Registrar of Companies

JNS JNS

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.gov.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za

the dti

THE DEPARTMENT
OF TRADE AND INDUSTRY
SOUTH AFRICA



SEKR 01

Special resolution

(Section 200)

(To be lodged in duplicate)

R80

Registration No. Of Company

2000/031756/06

Name of company METROPOLITAN HOLDINGS LTD

Date notice given to members 19 APRIL 2004

Date resolution passed 26 MAY 2004

2004-06-19

Special resolution passed in terms of section 62 & 85(3) of the Act/*paragraph of the memorandum/*article 31(f) of the articles.

Copy of notice convening meeting attached.
Consent to waive period of notice of meeting (CM 25) attached/*not attached.

CONTENTS OF RESOLUTION
(Use reverse side if necessary)

RESOLVED:

SEE "ANNEXURE A" ATTACHED.

Rubber stamp of company, if any, or of secretaries.

Date 2004-06-02

Signature

Director/Secretary/Manager

Name (in block capitals) B GOBODO-MBOMVU

* Delete whichever not applicable.

To be completed by company

Herewith copy of special resolution as registered.

Registration No. of Company

2000/031756/06

Name of Company: METROPOLITAN HOLDINGS LTD

(MvD PdC 6/2)

Postal address: P O BOX 2212

BELLVILLE

7535

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLOTE KORPORASIES

Special resolution
registered this day
2004-06-19

Registrar of Companies

REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

Date stamp of Companies
Registration Office

2007-08-07

SPECIAL RESOLUTION NO 1

"RESOLVED THAT the Company hereby adopts new Articles of Association in the form of that tabled at this meeting and initialled for the purpose of identification by the Chairman, in substitution in all respects for its existing Articles of Association."

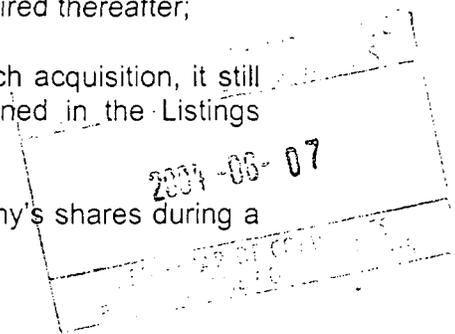
SPECIAL RESOLUTION NO 2

"RESOLVED THAT the board of directors of the Company and of any subsidiary of the Company be and they are hereby authorised by way of a general approval to acquire shares issued by the Company, subject always to the provisions of the Companies Act 61 of 1973, as amended ("the Companies Act") and the Listings Requirements of the JSE Securities Exchange SA and any other stock exchange upon which the shares of the Company may be quoted or listed from time to time, and subject to such other conditions as may be imposed by any other relevant authority, and subject further to the following conditions:

- this general approval shall be valid only until the Company's next annual general meeting, provided that it does not extend beyond 15 months from the date of this resolution, during which time this general approval may be varied or revoked by special resolution passed at a general meeting of the Company;
- the general repurchase by the Company of its own shares shall not, in aggregate in any one financial year, exceed a maximum of 20% of the Company's issued share capital of that class at the time this general approval is granted;
- in the case of an acquisition by a subsidiary of the Company of shares in the Company under this general approval, such acquisition shall be limited to a maximum of 10% in aggregate of the Company's issued share capital at the time of such acquisition;
- any acquisition under this general approval shall not be made at a price more than 10% above the weighted average of the market value of the shares concerned for the five business days immediately preceding the date of the acquisition;
- any acquisition in terms hereof may only be effected through the order book operated by the JSE trading system and may only be done without any prior understanding or arrangement between the Company and the counter party;
- at any time, the Company shall only appoint one agent to effect any acquisition on the Company's behalf in terms of this general approval;
- any such acquisition of the Company's shares shall be announced when an

aggregate of 3% of the initial number of the shares has been purchased and for each 3% in aggregate of the initial number of the shares acquired thereafter;

- the Company may only undertake an acquisition if, after such acquisition, it still complies with the shareholder spread requirements contained in the Listings Requirements;
- the Company or its subsidiaries may not acquire the Company's shares during a prohibited period."



(Incorporated in the Republic of South Africa)

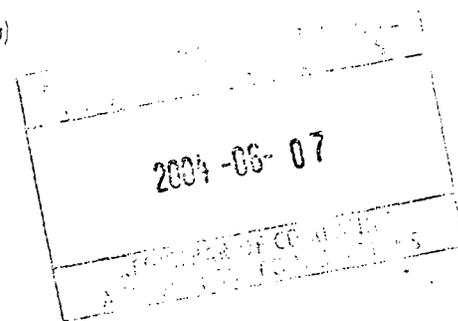
(Registration number 2000/031756/06)

("the Company")

ISIN: ZAE000050456

JSE share code: MET

NSX share code: MTD



NOTICE OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS

Notice is hereby given that the third annual general meeting of the shareholders of the Company will be held at 14h00 on Wednesday, 26 May 2004 in the Executive Suite, First Floor, Parc du Cap 7, Mispel Road, Bellville, Cape Town for the following business:

- to receive and adopt the annual financial statements of the Company for the financial year ended 31 December 2003;
- to transact such other business as may be transacted at an annual general meeting;
- to consider and, if deemed fit, to pass the following special and ordinary resolutions, with or without modification:

SPECIAL RESOLUTION NO 1

The existing Articles of Association of the Company need to be updated and amended to conform to the current Listings Requirements of the JSE Securities Exchange South Africa ("the Listings Requirements") and further, inter alia, to make provision for amendments relating to the quorum required for shareholder and directors meetings, electronic communication, the STRATE environment, uncertificated securities and the removal of fractional entitlements to shares. Accordingly, it is proposed that the existing Articles of Association of the Company be replaced in all respects by the new Articles of Association that will be tabled at the annual general meeting, copies of which are available for inspection by shareholders during normal business hours at the Company's registered office (enquiries Mrs B Gobodo-Mbomvu, tel no. (021) 940 5911) from the date of this notice until the date of the annual general meeting, by adopting the following special resolution:

"RESOLVED THAT the Company hereby adopts new Articles of Association in the form of that tabled at this meeting and initialled for the purpose of identification by the Chairman, in substitution in all respects for its existing Articles of Association."

Reason for and effect of special resolution no 1

The reason for special resolution no 1 is to adopt an updated Articles of Association of the Company that conforms to the current Listings Requirements and further, inter alia, to make provision for amendments relating to the quorum required for shareholder and directors meetings, electronic communication, the STRATE environment, uncertificated securities and the removal of fractional entitlements to shares. The effect of special resolution no 1 is to adopt a new Articles of Association for the Company.

SPECIAL RESOLUTION NO 2

It is proposed that the Company renew its general approval for a share buy-back with the following special resolution:

"RESOLVED THAT the board of directors of the Company and of any subsidiary of the Company be and they are hereby authorised by way of a general approval to acquire shares issued by the Company, subject always to the provisions of the Companies Act 61 of 1973, as amended ("the Companies Act") and the Listings Requirements of the JSE Securities Exchange

subject to such other conditions as may be imposed by any other relevant authority, and subject further to the following conditions:

- this general approval shall be valid only until the Company's next annual general meeting, provided that it does not extend beyond 15 months from the date of this resolution, during which time this general approval may be varied or revoked by special resolution passed at a general meeting of the Company;
- the general repurchase by the Company of its own shares shall not, in aggregate in any one financial year, exceed a maximum of 20% of the Company's issued share capital of that class at the time this general approval is granted;
- in the case of an acquisition by a subsidiary of the Company of shares in the Company under this general approval, such acquisition shall be limited to a maximum of 10% in aggregate of the Company's issued share capital at the time of such acquisition;
- any acquisition under this general approval shall not be made at a price more than 10% above the weighted average of the market value of the shares concerned for the five business days immediately preceding the date of the acquisition;
- any acquisition in terms hereof may only be effected through the order book operated by the JSE trading system and may only be done without any prior understanding or arrangement between the Company and the counter party;
- at any time, the Company shall only appoint one agent to effect any acquisition on the Company's behalf in terms of this general approval;
- any such acquisition of the Company's shares shall be announced when an aggregate of 3% of the initial number of the shares has been purchased and for each 3% in aggregate of the initial number of the shares acquired thereafter;
- the Company may only undertake an acquisition if, after such acquisition, it still complies with the shareholder spread requirements contained in the Listings Requirements;
- the Company or its subsidiaries may not acquire the Company's shares during a prohibited period."

GENERAL INFORMATION

Information relating to:

- the directors and management of the Company can be found on pages 20, 21, 50 and 51 of the Company's annual report for 2003 sent to shareholders in March 2004;
- the major shareholders of the Company can be found on page 72 of the aforesaid annual report;
- the directors' interests in the Company can be found on page 60 of the annual report;
- the share capital of the Company can be found on page 139 of the annual report;
- any litigation can be found on page 151 of the annual report.

Directors' responsibility statement

The directors, whose names are recorded on pages 50 and 51 of the annual report, collectively and individually accept full responsibility for the accuracy of the information given in special resolution no 2 and certify that to the best of their knowledge and belief no facts have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that special resolution no 2 contains all the information required by the Listings Requirements.

Reason for and effect of special resolution no 2

The reason for and effect of special resolution no 2 is to grant the board of directors of the Company a general authority in terms of the Companies Act for the acquisition by the Company or any subsidiary of the Company's shares. Such general authority will provide the board with the flexibility, subject to the requirements of the Companies Act and the JSE Securities Exchange South Africa, to acquire the Company's shares should it be in the interests of the Company. This general authority

shall be valid until its variation or revocation by special resolution at any subsequent general meeting of the Company, provided that the general authority shall not be extended beyond 15 months from the date of passing of this special resolution.

ORDINARY RESOLUTIONS

1. "RESOLVED THAT the Company hereby receives and adopts the annual financial statements of the Company for the financial year ended 31 December 2003, including the directors' report, the auditors' report and the 2004-05-07 statutory actuaries' report, all as contained in the Company's annual report for 2003."
2. "RESOLVED THAT the Company hereby confirms the remuneration paid to the directors for services rendered during the financial year ended 31 December 2003, as recorded in the financial statements contained in the Company's annual report for 2003."
3. "RESOLVED THAT:
- 3.1 the resignation of Ernst & Young as joint auditors of the Company with effect from the conclusion of this annual general meeting be and is hereby noted and accepted;
 - 3.2 PricewaterhouseCoopers be and is hereby appointed as the sole auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company."
4. "RESOLVED THAT the Company hereby authorises the directors to fix the remuneration of the auditors."
5. "RESOLVED THAT:
- 5.1 the resolution regarding the retirement and re-election of directors referred to in paragraph 5.2 below be moved as a single resolution on the basis that if there are any objections to this, the resignation and re-election of each director below shall be treated and moved separately;
 - 5.2 as Prof W P Esterhuysen, Mr S A Muller, Mr M L Smith and Dr F A Sonn are required to retire by rotation as directors of the Company at this annual general meeting in accordance with the Articles of Association of the Company, and have offered themselves for re-election, they be and are hereby re-appointed as directors of the Company with immediate effect."

A brief curriculum vitae for each of the above directors is published on pages 50 and 51 of the Company's annual report for 2003.

6. "RESOLVED THAT all the unissued shares of the Company be placed under the control of the directors who are hereby authorised to allot and issue such shares as they may deem fit, subject to the provisions of the Companies Act and the Listing Requirements of the JSE Securities Exchange South Africa, provided that nothing herein contained shall give the directors a mandate to issue any shares of any class in the Company for cash."
7. "RESOLVED THAT any one director of the Company or the Company Secretary be and is hereby authorised to take such steps, do all such things and sign all such documents as may be necessary or required for the purpose of implementing the special and ordinary resolutions proposed at this meeting."

VOTING AND PROXIES

A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, speak and on a poll to vote or abstain from voting in his stead.

A proxy need not be a shareholder of the Company.

A form of proxy is attached for the convenience of any certificated or "own name" registered dematerialised shareholder who is unable to attend the annual general meeting but who wishes to be represented thereat.

The form of proxy must be received by the transfer secretaries of the Company, Computershare Limited, PO Box 61051, Marshalltown, 2107 by not later than 14h00 on Monday, 24 May 2004.

Dematerialised shareholders, other than those with "own name" registration, who wish to attend the annual general meeting

their CSDP or broker. Should such shareholders be unable to attend the annual general meeting but wish to be represented thereat, they must provide their CSDP or broker with their voting instructions. This must be done in the manner and time stipulated in terms of the agreement entered into between a shareholder and the CSDP or broker concerned.

On a show of hands, every shareholder present in person or represented by proxy shall have one vote, and on a poll every shareholder present in person or represented by proxy shall have one vote for every share held by such shareholder.

By order of the board



MRS B GOBODO-MBOMVU

Company Secretary

19 April 2004

Bellville

Registered office

Parc du Cap 7

Mispel Road

Bellville

Cape Town

7530

Directors: Mrs G T Serobe (chairman), P R Doyle (group chief executive), A M Sithole (executive), P E Speckmann (executive), N Z Buthelezi, Mrs I Charnley, Prof W P Esterhuyse, P C Lamprecht, S A Muller, J E Newbury, M L Smith, Dr F A Sonn, J C van Reenen, S Zungu

update

METROPOLITAN
HOLDINGS LIMITED



30 August 2004

Update is a newsletter produced by the investor relations department of Metropolitan Holdings Limited. It provides information on the different businesses in the group as well as financial news. Contact Nico Oosthuizen on (021) 9406111 or Sue Snow on (021) 940-6119 or send an e-mail to noosthuizen@metropolitan.co.za or ssnow@metropolitan.co.za for further information.

Stakeholders across the board to benefit from amalgamation into Metropolitan

Metropolitan is planning to amalgamate the business of the former CU Life, the company that it acquired in 1998, with the rest of its business.

Currently this business is held in a ring-fenced sub-fund within Metropolitan.

The registrar of long-term insurance has been approached and Metropolitan is awaiting final approval of its proposals.

"We have done our utmost to protect the rights and benefit expectations of the ex CU Life policyholders throughout the planning process, which is why it has taken so long to finalise matters," says Peter Doyle, group chief executive of Metropolitan.

"All our stakeholders will benefit from the streamlined administration and attendant cost-cutting, as they will from the apportionment of CU Life's surplus assets."

Once the amalgamation has been approved, a portion of the surplus will be used to enhance the benefit expectations of the former CU Life with profit policyholders by an estimated 7%.

The balance of the surplus will be transferred to a non-distributable reserve in the Metropolitan shareholders' funds where for a period of ten years it will be kept available as additional security for policyholder benefits.

Metropolitan's statutory actuary has reported that the amalgamation will not adversely affect the benefit expectations of any group of policyholders.

The independent actuary appointed by the registrar to review the amalgamation proposals is of the opinion that the surplus amount allocated to policyholders is generous, and that it has been allocated fairly between the various groups of policyholders. He is also satisfied that 'appropriate protections (have) been built in to ensure that policyholder interests are protected for the foreseeable future'.

"The amalgamation forms part of our capital management initiatives; completing it will mark another milestone in our ongoing journey towards optimum capital utilisation," says Doyle.

end

update

METROPOLITAN
HOLDINGS LIMITED



8 September 2004

Update is a newsletter produced by the investor relations department of Metropolitan Holdings Limited. It provides information on the different businesses in the group as well as financial news. Contact Nico Oosthuizen on (021) 9406111 or Sue Snow on (021) 940-6119 or send an e-mail to noosthuizen@metropolitan.co.za or ssnow@metropolitan.co.za for further information.

Metropolitan continues to gain market share and increase profitability Interim results for the six months to 30 June 2004

Key features

- Excellent operational performance
- Notable increase (32%) in core headline earnings per share
- Profits generated from diverse sources
- Strong growth in single and recurring new business premium income
- Greater share of selected (non-saturated) market segments
- Effective cost containment
- Significantly enhanced profitability
- Material progress in respect of Kagiso partnership

Highlights

- Metropolitan sustained its strong operational performance of the 2003 financial year in the six months to 30 June 2004. "Despite increased competitor activity, we are still gaining market share; our undivided focus on and years of experience in the low and middle income segments, our traditional areas of operation, continue to give us a competitive edge," says group chief executive, Peter Doyle.
- In most instances the figures released by the financial services group at its interim results presentation in Cape Town today (8 September) were higher than the forecasts of investment analysts and fund managers.
- "In many instances the percentage improvements are exceptional, especially in respect of new business. This is particularly pleasing in view of concerns regarding the saturation of certain market segments," says Doyle. "Not only did we record a 44% increase in total new business premium income, but the new business annual premium equivalent (APE) for our retail and corporate business was 32% and 82% higher respectively."
- Doyle pointed out that for Metropolitan, contrary to industry experience, growth in both single and recurring premium income had been robust, and that this had held true for both its retail and its corporate business.
- As a result, the cashflow from its life insurance operations was 57% up on the first half of 2003.
- Despite the surge in new business, costs under the control of management were contained at 3% below the level for the prior year, and the group is confident that it will achieve its target of a zero increase in management expenses for 2004 compared to 2003.
- According to Doyle, further cost reductions and improvements in the retention rate of both new and existing business remained key areas of focus for Metropolitan even though lapse and surrender rates had also trended steadily downwards over recent reporting periods.

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- More and better quality new business, written at a lower cost, resulted in a 174% increase in the embedded value of the group's new business to R63 million, compared with R23 million for the equivalent period in 2003.
- As far as its core retail business was concerned, there was a substantial increase in the new business profit margin, half-year on half-year.
- According to Doyle, the profitability improvements all stemmed from a rigorous focus on the basics of the business, underlining their sustainability and auguring particularly well for the future.
- The contribution of retail business to core headline earnings rose by 63% from R65 million to R 106 million (figures once again in comparison with June 2003).
- The other three businesses within the group – corporate, health and international – all continued to contribute positively to core headline earnings, with the biggest growth (400% off a low base) coming from the health business.
- This diversity is in sharp contrast with Metropolitan's position of five years ago, when its earnings were derived almost entirely from its individual life operations.
- Core headline earnings, the most meaningful measure of the group's performance in that inherently volatile factors such as capital appreciation on investment assets are stripped out, increased by 26% to R193 million, with core headline earnings per share, at 31 cents, up 32% from the previous June's 23 cents.
- An interim dividend of 20.5 cents per share was declared, 14% higher than in June 2003, an increase well in excess of the current rate of inflation.
- With a CAR cover (capital adequacy requirement in respect of insurance and investment business) multiple of 2.8 times, Metropolitan remains more than adequately capitalized. The group is currently focusing on achieving the optimum level and utilisation of capital.
- Two events of major significance with regard to capital utilisation are expected in October this year: the completion of the empowerment transaction, which will see a substantial inflow of cash, and the final integration of the old CU Life book of business, which will release further capital.
- In June 2004 Metropolitan announced that it was entering into a partnership with Kagiso Trust Investments (KTI), a broad-based empowerment consortium that would add value to its business at both a strategic and an operational level. All the relevant regulatory and shareholder approvals have now been obtained and KTI will take ownership of their 10% holding, for which they are paying R540 million upfront, when the newly created preference shares are issued on 1 October 2004.
- Doyle says that he and his team are already benefiting from the input of KTI at board, senior management and strategic planning level. "KTI's ability to open doors across the business spectrum – from the governmental to the grassroots level – will also help us to boost production going forward."
- The group has also recently (1 September) obtained the go-ahead from shareholders for a return of capital, and according to Doyle is in the process of determining the quantum of that return. "As always, we will only proceed once we are sure that we are acting in the best interests of shareholders, as was the case when, towards the end of last month, we terminated the negotiations in which we had been involved."
- As far as Metropolitan's business prospects are concerned, Doyle says that the group remains confident. "Our low and middle income market focus, our brand and our empowerment positioning - the three things that differentiate us from our competitors, and that will be enhanced by our partnership with KTI – will enable us to increase our inflows, and our profits, still further."
- "The impact of lower interest and inflation rates in our chosen markets, combined with organic growth, will be incremental, underpinning our ability to develop products specifically tailored to the needs of consumers in those markets."

End

UNAUDITED GROUP RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2004

Adding shareholder value

- Total new business premiums up 44%
- Embedded value of new business up 174%
- Management expenses reduced by 3%
- Kagiso partnership concluded
- Cashflow from insurance operations up 57%
- Core headline earnings per share up 32%
- Embedded value per share up 21% on June 2003
- Dividend per share up 14%

DIRECTORS' STATEMENT

The directors take pleasure in presenting the unaudited interim results of the Metropolitan Holdings Financial Services Group for the six months ended 30 June 2004.

These results are prepared in accordance with the provisions of the South African Companies Act and the Long-term Insurance Act and comply with South African Statements of Generally Accepted Accounting Practice (GAAP); guidelines issued by the Actuarial Society of South Africa; and the disclosure requirements of the JSE Securities Exchange South Africa (JSE).

Presentation of financial statements

The consolidated financial statements are prepared on the fair value and going concern bases. The group's principal accounting policies are consistent with those applied at 31 December 2003, except for the change in accounting policy for the consolidation of the staff share schemes.

Change in accounting policy – consolidation of staff share schemes

This accounting policy has changed as required by the GAAP Monitoring Panel (GMP) and in accordance with AC132 – Consolidated financial statements and accounting for investments in subsidiaries. Shares issued to participants since 1 January 2001, the date on which the group adopted AC133 – Financial instruments: recognition and measurement - have been reversed on consolidation and as a result, diluted earnings, headline earnings and core headline earnings per share are disclosed for the first time. The comparative figures for June and December 2003 have been adjusted as detailed in the table below:

	Published 30.06.2003	Adjustment	Restated 30.06.2003	Published 31.12.2003	Adjustment	Restated 31.12.2003
	Rm	Rm	Rm	Rm	Rm	Rm
Table 2 Reconciliation of headline earnings						
Earnings	132	(16)	116	1 064	(68)	996
Headline earnings	158	(16)	142	1 117	(68)	1 049
Core headline earnings	175	(22)	153	434	(45)	389
Core headline earnings per share (cents)	25.22	(1.75)	23.47	62.09	(2.43)	59.66
Headline earnings per share (cents)	22.77	(0.99)	21.78	159.80	1.09	160.89
Earnings per share (cents)	19.02	(1.23)	17.79	152.22	0.54	152.76
Weighted average number of shares in issue (million)	694	(42)	652	699	(47)	652

	Published 30.06.2003	Adjustment	Restated 30.06.2003	Published 31.12.2003	Adjustment	Restated 31.12.2003
	Rm	Rm	Rm	Rm	Rm	Rm
Table 3 Consolidated balance sheet						
Non-current assets	31 516	(306)	31 210	35 493	(451)	35 042
Current assets	1 415	8	1 423	1 615	14	1 629
Capital and reserves	4 308	(298)	4 010	5 199	(437)	4 762
Table 7 Embedded value						
Excess – group	5 024	(298)	4 726	5 860	(437)	5 423
Adjusted net asset value	4 106	(298)	3 808	5 057	(437)	4 620
Embedded value	6 321	(298)	6 023	7 550	(437)	7 113
Embedded value per share (cents)	911	13	924	1 068	23	1 091
Adjusted net asset value per share (cents)	592	(8)	584	715	(6)	709
Number of shares in issue (million)	694	(42)	652	707	(55)	652

Adoption of International Financial Reporting Standards (IFRS)

The group is in the process of converting to IFRS and will be fully compliant by 2005 as required by the JSE. Both IFRS 4 – Insurance contracts - and IAS 39 – Financial instruments: recognition and measurement - were issued during 2004 and are effective from 1 January 2005. These standards will change the way in which results will be reported in future but will not be implemented retrospectively. Therefore the interim results for 2005 may not be directly comparable with those of 2004. The industry is working with the South African Institute of Chartered Accountants and the Actuarial Society of South Africa to develop guidance for the sector with a view to standardising the implementation of these standards in order to provide the users of financial statements with more comparable financial results.

REVIEW OF OPERATIONS AND PROSPECTS

Operational performance

- All aspects of the business continued to derive material benefit from concerted management action and an even sharper focus.
- Operational improvements steadily gained ground, with this solid set of results being underpinned by industry-leading growth in new business, improved retention rates, ongoing cost containment and sustained positive cash flows.
- The 44% increase in the flow of new business was exceptional and proves that the group is able to grow its business despite increased competition in the lower and middle income markets.
- The unbroken record of positive cashflow from clients continued, with an increase of 57% being recorded in the life insurance operations.
- An increase of 32% in the new business annual premium equivalent (APE) for the retail business can be attributed to robust growth in both recurring and single premium income.
- Notwithstanding the drive for new business, the retention of all business remains a key area of focus for the group; lapse and surrender rates have continued to show improvement.
- The corporate business increased its APE by 82%, with recurring and single premiums both contributing to this outstanding achievement.
- Despite this growth in new business, management expenses remained well controlled at 3% below the prior year. The group's 2004 target, as previously communicated to shareholders, to maintain 2004 expenses at the same level as for the previous year, remains on track.
- This powerful all-round performance resulted in growth of 174% in the embedded value of life insurance new business, with strong improvements in both the retail and the corporate new business profit margins.
- Core headline earnings per share grew 32%.

from retail (63%) and health (400%).

- In the international business, Namibia and Botswana both increased operating profits.
- The health group's recovery was driven primarily by increased members under administration, and boosted by another good contribution from Qualsa, the managed healthcare arm.
- Competitive investment performance remains a challenge.

Kagiso partnership

- Metropolitan concluded a transaction whereby Kagiso Trust Investments, a broad-based empowerment consortium, would become a significant strategic shareholder in Metropolitan with effect from 1 October 2004. All regulatory issues have been resolved; shareholder approval was obtained on 1 September 2004 and the shares will be issued on 1 October 2004.

Corporate activity during the period

- Metropolitan bought back and cancelled 43 million ordinary shares.
- An odd-lot offer was made to the 23 154 shareholders holding less than 100 Metropolitan shares. This offer is open until Friday 17 September 2004 at an offer price of R8.02 per share.
- Metropolitan is reaching the final stages of integrating the insurance book acquired from Commercial Union. A proposal has been submitted to the Financial Services Board (FSB), as well as the policyholders, proposing the removal of the 90:10 licence. If approved, an additional amount of R365 million will be transferred to the policyholders' fund and these policies will be fully integrated into the Metropolitan Life book.
- As part of the project to corporatise the Lesotho operations, a new company was established in that country during 2003. The group is currently in negotiations with the FSB with a view to transferring the policies owned by Lesotho residents into that company during 2004.

Prospects

- Metropolitan remains the largest long-term financial services group in Southern Africa focused on the low and middle income markets. The benefits of this focus, enhanced by Metropolitan's commitment to black economic empowerment as encapsulated in its brand and reflected in these results, will remain a competitive advantage.
- The outlook in our market remains positive, boosted by the reduction in the prime interest rate, lower inflation and increased business confidence.
- The board is satisfied that the operational improvements achieved in 2003 and continuing through the first half of 2004 will carry on for the remainder of 2004, with a strong focus on further increasing the new business profit margins, but caution that the rate of improvement will slow down.

Eric Molobi, JJ Njeke and Andile Sangqu (alternate) were appointed as directors with effect from 1 July 2004. No further changes have been made to the directorate since 31 December 2003. All transactions in listed shares involving directors were disclosed on SENS as required.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

The group had no material capital commitments at 30 June 2004. The group is party to legal proceedings in the normal course of business, and appropriate provisions are made when losses are expected to materialise.

POST BALANCE SHEET EVENTS

No material post balance sheet events, other than those detailed under corporate activity, occurred between the balance sheet date and the date of approval of the interim results.

DIVIDEND DECLARATION

The dividend policy approved by the directors, and consistent with prior years, is to provide shareholders with stable dividend growth that reflects expected growth in underlying earnings in the medium term, while allowing the dividend cover to fluctuate.

An interim final dividend of 20.50 cents per share has been declared on 7 September 2004, resulting in a dividend cover of 1.5 times based on core headline earnings. This dividend is payable to holders of ordinary shares recorded in the register of the company at the close of business on Friday, 1 October 2004 and will be paid on Monday, 4 October 2004. The last day to trade "cum" dividend will be Thursday, 23 September 2004. The shares start trading "ex" dividend from the commencement of business on Monday, 27 September 2004. Share certificates may not be dematerialised or rematerialised between Monday, 27 September and Friday, 1 October 2004, both days inclusive.

Where applicable, dividends in respect of certificated shareholders will be transferred electronically to shareholders' bank accounts on payment date. In the absence of specific mandates, dividend cheques will be posted to certificated shareholders on or about payment date. Shareholders who have dematerialised their shares will have their accounts with their CSDP or broker credited on Monday, 4 October 2004.

Signed on behalf of the board

Gloria Tomatoe Serobe

Group chairman

Peter Doyle

Group chief executive

Cape Town

7 September 2004

Directors:

Gloria Tomatoe Serobe (non-executive group chairman), Peter Doyle (group chief executive), Abel Sithole (executive director), Preston Speckmann (executive director), Ntuthukoyezwe Buthelezi, Irene Charnley, Willie Esterhuyse, Peter Lamprecht, Eric Molobi, Syd Muller, John Newbury, JJ Njeke, Andile Sangqu (alternate), Marius Smith, Franklin Sonn, Johan van Reenen and Sandile Zungu **Secretary: Bongiwe Gobodo-Mbomvu**

Registration number: 2000/031756/06

Registered office: 7 Parc du Cap, Mispel Road, Bellville 7535

JSE code: MET

NSX code: MTD

ISIN NO. ZAE000050456

Computershare Investor Services

Merrill Lynch

(Registration number 2004/003647/07)

70 Marshall Street, Johannesburg, 2001

P O Box 61051, Marshalltown, 2107

Telephone +27 11 870 8208

TABLE 1: CONSOLIDATED INCOME STATEMENT	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Income from insurance and investment business (table 6; note 7)	263	187	1 106
Income from administration business (note 1)	50	26	65
Income from holding company (note 2)	10	(5)	171
Income before goodwill and tax	323	208	1 342
Goodwill amortised	(25)	(26)	(53)
Income before tax	298	182	1 289
Shareholders' tax paid	(126)	(63)	(272)
Income after tax	172	119	1 017
Outside shareholders' share of earnings	(10)	(3)	(21)
Earnings	162	116	996

TABLE 2: RECONCILIATION OF HEADLINE EARNINGS	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Earnings	162	116	996
Goodwill amortised	25	26	53
Headline earnings (1)	187	142	1 049
Capital (appreciation)/depreciation on excess	(18)	55	(471)
Basis changes and investment variances	24	(44)	(189)
Core headline earnings (2) (note 3)	193	153	389

Core headline earnings per share (cents)	31.03	23.47	59.66
Headline earnings per share	30.06	21.78	160.89
Earnings per share (cents)	26.05	17.79	152.76
Weighted average number of shares in issue (million)	622	652	652
Diluted core headline earnings per share (cents)	28.51	22.05	55.65
Diluted headline earnings per share (cents)	27.62	20.46	150.07
Diluted earnings per share (cents)	23.93	16.71	142.49
Diluted weighted average number of shares in issue (million)	677	694	699

Dividend per ordinary listed shares (cents)			
Interim	20.50	18.00	18.00
Final			25.00
Total			43.00

(1) Headline earnings consist of operating profit, investment income, capital appreciation, investment variances and basis and other changes.

(2) Changes in market value of investments can be volatile, therefore core headline earnings have been disclosed which comprise operating profit and investment income, only.

TABLE 3: CONSOLIDATED BALANCE SHEET	30.06.2004 Rm	30.06.2003 Rm	31.12.2003 Rm
ASSETS			
Non-current assets	34 943	31 210	35 042
Investment assets	34 436	30 562	34 479
Goodwill	312	361	337
Intangible assets	74	104	81
Deferred tax	7	71	24
Tangible assets	114	112	121
Current assets	1 766	1 423	1 629
Total assets (note 5)	36 709	32 633	36 671
EQUITY AND LIABILITIES			
Capital and reserves (table 4)	4 448	4 010	4 762
Outside shareholders' interest	77	48	72
Non-current liabilities	30 523	27 068	30 268
Policyholders' fund (note 7)	30 478	27 059	30 231
Deferred tax	45	9	37
Current liabilities	1 661	1 507	1 569
Total equity and liabilities	36 709	32 633	36 671

TABLE 4: CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Shareholders' equity at beginning	4 762	4 329	4 329
Changes in share capital	(301)	(329)	(338)
Issue of share capital	-	-	-
Change in accounting policy	-	(334)	(334)
Share premium on new issue	-	-	79
Staff scheme shares reversed	(7)	5	(81)
Shares acquired and cancelled	(294)	-	(2)
Changes in distributable reserve	(7)	10	808
Change in accounting policy	-	29	29
Revaluation of owner-occupied properties	-	-	33
Earnings	162	116	996
Dividend	(169)	(135)	(250)
Changes in foreign currency translation reserve	(6)	-	(4)
Foreign currency translation changes	14	7	(16)
Transfer to policyholders' fund	(20)	(7)	12
Change in non-distributable reserve	-	-	(33)
Revaluation of owner-occupied properties	-	-	(33)
Shareholders' equity at end (table 3; note 10)	4 448	4 010	4 762

TABLE 5: CONSOLIDATED CASH FLOW STATEMENT	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Net cash inflow from operating activities	720	648	1 959
Net cash (out)/inflow from investing activities	(1 026)	180	(1 557)
Net cash (out)/inflow from financing activities	(294)	-	77
Net cash flow	(600)	828	479
Cash resources and funds on deposit at beginning	3 876	3 397	3 397
Cash resources and funds on deposit at end	3 276	4 225	3 876

TABLE 6: STATEMENT OF ACTUARIAL VALUES OF ASSETS AND LIABILITIES	30.06.2004 Rm	30.06.2003 Rm	31.12.2003 Rm
Total assets per balance sheet (table 3)	36 709	32 633	36 671
Current liabilities and deferred tax per balance sheet	(1 706)	(1 516)	(1 606)
Outside shareholders' interest per balance sheet	(77)	(48)	(72)
Net assets – group	34 926	31 069	34 993
Actuarial liabilities under unmatured policies	(29 780)	(26 343)	(29 570)
Excess – group (table 7 & 8; note 10)	5 146	4 726	5 423
Net assets – non-insurance	(459)	(673)	(728)
Excess – insurance and investment business	4 687	4 053	4 695
Change in excess of insurance and investment business	(8)	(35)	607
Increase in share capital	-	(10)	(15)
Foreign currency translation changes	7	3	4
Dividend paid	235	163	278
Total surplus arising	234	121	874
Operating profit	140	85	246
Investment income	73	90	163
Basis and other changes	12	45	49
Investment variances	(9)	(6)	10
Capital appreciation/(depreciation)	18	(93)	406
Surplus arising (90:10 fund)	(43)	30	50
Shareholder earnings (90:10 fund)	6	(4)	33
Consolidation adjustments	(39)	(31)	(83)
Earnings from insurance and investment business	158	116	874
Shareholders' tax paid	97	63	217
Goodwill amortised	8	8	15
Income from insurance and investment business (before goodwill and tax) (table 1, note 7)	263	187	1 106
Capital adequacy requirement	1 685	1 732	1 640
Capital adequacy multiple (insurance and investment business)	2.8	2.3	2.9
Second-tier margins	1 207	1 009	1 216

METROPOLITAN HOLDINGS - GROUP RESULTS

NOTE 1 - INCOME FROM ADMINISTRATION BUSINESS (before tax, goodwill and outside shareholders)	Revenue Rm	6 mths to 30.06.2004 Expenses Rm	Total Rm	6 mths to 30.06.2003 Total Rm	12 mths to 31.12.2003 Total Rm
Health administration	181	(145)	36	8	30
Asset management	38	(28)	10	13	23
Asset administration	16	(12)	4	5	12
Total income from administration business (table 1)	235	(185)	50	26	65

NOTE 2 - INCOME FROM HOLDING COMPANY (before tax)	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Investment income	25	29	55
Realised and unrealised capital appreciation/(depreciation)	8	(17)	150
Administration expenses	(23)	(17)	(34)
Net income from holding company (table 1)	10	(5)	171

NOTE 3 - ANALYSIS OF CORE HEADLINE EARNINGS	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Corporate business	45	47	111
Operating profit	63	64	154
Tax	(18)	(17)	(43)
Retail business	106	65	207
Operating profit	151	96	283
Tax	(45)	(31)	(76)
International business	2	4	3
Operating profit	6	7	8
Tax	(4)	(3)	(5)
Metropolitan Health Group	20	4	20
Operating profit	29	5	24
Tax	(9)	(1)	(4)
Shareholders' equity	20	33	48
Holding company expenses	(23)	(17)	(34)
Investment income on total shareholder assets	83	87	123
Income tax on investment income	(40)	(37)	(41)
Core headline earnings (table 2)	193	153	389
Total operating profit	249	172	469
Holding company expenses	(23)	(17)	(34)
Investment income on total shareholders' assets	83	87	123
Total tax	(116)	(89)	(169)
Core headline earnings (table 2)	193	153	389

METROPOLITAN HOLDINGS - GROUP RESULTS

NOTE 4 - FUNDS RECEIVED FROM CLIENTS	Gross inflow	Gross outflow	6 mths Net inflow 30.06.2004	6 mths Net inflow 30.06.2003	12 mths Net inflow 31.12.2003
	Rm	Rm	Rm	Rm	Rm
Retail business	2 036	(1 501)	535	624	1 433
Corporate business	1 058	(933)	125	(257)	182
International business	371	(207)	164	157	354
Life insurance cash flows	3 465	(2 641)	824	524	1 969

NOTE 5 - ASSETS UNDER MANAGEMENT	30.06.2004	30.06.2003	31.12.2003
	Rm	Rm	Rm
Investment assets	34 433	30 559	34 476
Strategic investments	3	3	3
Goodwill	312	361	337
Tangible and intangibles assets	188	216	202
Current assets and deferred tax	1 773	1 494	1 653
Total on-balance sheet assets (table 3)	36 709	32 633	36 671
Collective investments	1 697	1 384	1 524
Health administration	1 692	1 355	1 577
Metropolitan Asset Managers	3 834	3 783	4 729
EB segregated assets	777	805	783
Total assets under management	44 709	39 960	45 284

NOTE 6 - NUMBER OF EMPLOYEES	30.06.2004	30.06.2003	31.12.2003
Indoor	3 370	3 462	3 416
Field	3 409	2 695	2 890
Total	6 779	6 157	6 306

NOTE 7: POLICYHOLDERS' FUND	30.06.2004 Rm	30.06.2003 Rm	31.12.2003 Rm
Balance at beginning	30 231	26 600	26 600
Inflow	4 030	3 683	11 355
Premiums received (note 8)	3 465	2 784	7 084
Investment return	565	899	4 271
Investment income	862	830	1 762
Realised and unrealised capital (depreciation)/appreciation	(297)	69	2 509
Outgo	(3 500)	(3 030)	(6 606)
Payments to policyholders (note 9)	(2 641)	(2 260)	(5 115)
Sales remuneration	(371)	(272)	(579)
Management expenses	(459)	(475)	(931)
Distribution costs	(80)	(75)	(162)
Administration expenses	(379)	(400)	(769)
Policyholders' tax paid	(29)	(23)	19
Income from insurance and investment business (table 1 & 6)	(263)	(187)	(1 106)
Foreign currency translation changes	(20)	(7)	(12)
Balance at end	30 478	27 059	30 231
Liabilities under insurance contracts	24 264	21 647	23 948
Liabilities under investment contracts	5 516	4 696	5 622
90:10 fund surplus	698	716	661
Total (table 3)	30 478	27 059	30 231

NOTE 8 - PREMIUMS RECEIVED	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Recurring premiums	2 481	2 113	4 593
Individual life	1 836	1 669	3 558
Employee benefits	773	574	1 304
Re-insurance	(128)	(130)	(269)
Single premiums	984	671	2 491
Individual life	576	451	1 040
Employee benefits	408	220	1 451
Total (note 7)	3 465	2 784	7 084
Insurance contracts	3 016	2 388	5 199
Investment contracts	449	396	1 885
	3 465	2 784	7 084

METROPOLITAN HOLDINGS – GROUP RESULTS

NOTE 8 - PREMIUMS RECEIVED	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Metropolitan Life Ltd	2 845	2 361	6 107
Metropolitan Odyssey Ltd	332	182	416
Metropolitan International Ltd	10	-	-
Metropolitan Life (Namibia) Ltd	150	149	322
Metropolitan Life of Botswana Ltd	106	90	186
Metropolitan Lesotho Ltd	22	2	53
	3 465	2 784	7 084

NOTE 9 – PAYMENTS TO POLICYHOLDERS	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Individual life	1 644	1 290	2 735
Death and disability claims	374	345	734
Maturity claims	568	293	752
Annuities	217	203	416
Surrenders	515	480	898
Re-insurance recoveries	(30)	(31)	(65)
Employee benefits	997	970	2 380
Death and disability claims	235	215	474
Maturity claims	44	234	703
Annuities	143	126	278
Withdrawal benefits	122	117	206
Terminations	493	335	829
Re-insurance recoveries	(40)	(57)	(110)
Total (note 7)	2 641	2 260	5 115
Insurance contracts	1 969	1 760	3 719
Investment contracts	672	500	1 396
	2 641	2 260	5 115
Metropolitan Life Ltd	2 366	2 048	4 653
Metropolitan Odyssey Ltd	130	101	208
Metropolitan Life (Namibia) Ltd	106	85	176
Metropolitan Life of Botswana Ltd	33	26	75
Metropolitan Lesotho Ltd	6	-	3
	2 641	2 260	5 115

NOTE 10 - ANALYSIS OF ASSETS BACKING GROUP EXCESS	30.06.2004		31.12.2003	
	Rm	%	Rm	%
Listed equities	2 676	54.5	2 818	54.2
Foreign investments	359	7.3	439	8.4
Properties	432	8.8	373	7.2
Fixed interest	655	13.4	676	13.0
Money market	470	9.6	425	8.2
Goodwill	312	6.4	337	6.5
Other assets	1	0.0	131	2.5
	4 905	100.0	5 199	100.0
Adjustment for staff share schemes	(457)		(437)	
Group net asset value (table 4)	4 448		4 762	
Surplus in 90:10 fund	698		661	
Excess – group (table 6)	5 146		5 423	

TABLE 7: EMBEDDED VALUE	30.06.2004 Rm	30.06.2003 Rm	31.12.2003 Rm
Excess – group (table 6)	5 146	4 726	5 423
Adjustments for:			
Asset management (table 15)	135	144	150
Health administration (table 15)	98	47	74
Holding company expenses	(258)	(227)	(220)
Surplus in 90:10 fund and goodwill (table 8)	(832)	(882)	(807)
Adjusted net asset value	4 289	3 808	4 620
Net value of in-force business	2 516	2 215	2 493
Individual life	1 976	1 831	1 993
Gross value of in-force business	2 067	1 936	2 078
Less: Cost of capital	(91)	(105)	(85)
Employee benefits	540	384	500
Gross value of in-force business	615	498	564
Less: Cost of capital	(75)	(114)	(64)
Embedded value (table 8)	6 805	6 023	7 113
Adjustment for staff share schemes	457	298	437
Fully diluted embedded value (including adjustment for share schemes)	7 262	6 321	7 550
Embedded value per share (cents)	1 119	924	1 091
Fully diluted embedded value per share (cents)	1 094	911	1 068
Adjusted net asset value per share (cents)	705	584	709
Fully diluted adjusted net asset value per share (cents)	715	592	715
Number of shares in issue (million) (table 18)	608	652	652
Number of shares including share schemes (million) (table 18)	664	694	707

TABLE 8: EMBEDDED VALUE ATTRIBUTABLE TO GROUP	Net asset value Rm	Value of in-force Rm	30.06.2004 Total Rm	31.12.2003 Total Rm
Metropolitan Life Ltd	3 576	2 217	5 793	5 850
Metropolitan Odyssey Ltd	137	113	250	240
Metropolitan International Ltd	93	-	93	94
Metropolitan Life (Namibia) Ltd	160	129	289	274
Metropolitan Life of Botswana Ltd	61	49	110	100
Metropolitan Lesotho Ltd	(6)	8	2	7
Metropolitan Health Group	246	83	329	345
Methealth Namibia Administrators (Pty) Ltd	5	15	20	10
Asset management	41	135	176	193
Metropolitan Holdings (after consolidation adjustments)	135	(258)	(123)	146
Goodwill	(134)		(134)	(146)
Total embedded value (table 7)	4 314	2 491	6 805	7 113
Adjustment for surplus in 90:10 fund and goodwill (table 7)	832			
Excess – group (table 6)	5 146			

TABLE 9: ANALYSIS OF CHANGES IN GROUP EMBEDDED VALUE	Non-insurance Rm	Insurance operations Rm	30.06.2004 Total Rm	31.12.2003 Total Rm
Profit from new business	29	65	94	184
Point of sale	28	63	91	175
Expected return to end of period	1	2	3	9
Profit from existing business	(11)	176	165	374
Expected return	15	144	159	353
Operating experience variance	(22)	24	2	(50)
Operating assumption changes	(4)	8	4	71
Embedded value profit from operations	18	241	259	558
Investment return on net worth	(9)	82	73	540
Investment variances	1	(53)	(52)	65
Economic assumption changes	(52)	(54)	(106)	192
Exchange rate movements	(1)	(11)	(12)	(6)
Total embedded value profit	(43)	205	162	1 349
Capital raised	-	-	-	79
Dividend paid	66	(235)	(169)	(250)
Shares acquired and cancelled	(294)	-	(294)	(2)
Staff scheme shares reversed	(7)	-	(7)	(81)
Decrease in embedded value	(288)	(20)	(308)	1 095
Return on embedded value (%) (2004 annualised)			4.6	22.4

TABLE 10: VALUE OF LIFE INSURANCE NEW BUSINESS	6 mths to	6 mths to	12 mths to
	30.06.2004	30.06.2003	31.12.2003
	Rm	Rm	Rm
Retail business	39	8	58
Gross value of new business	41	13	61
Less: Cost of capital	(2)	(5)	(3)
Corporate business	23	10	34
Gross value of new business	32	13	37
Less: Cost of capital	(9)	(3)	(3)
International business *	1	5	11
Gross value of new business	1	6	12
Less: Cost of capital	(0)	(1)	(1)
	63	23	103

* Net of outside shareholders

Outside shareholders' interest			
Metropolitan Namibia	21.3%	19.8%	21.3%
Metropolitan Botswana	25.0%	25.0%	25.0%

TABLE 11: SOURCE OF NEW BUSINESS	30.06.2004		31.12.2003	
	APE %	Total %	APE %	Total %
General intermediary channel	15	10	12	10
Direct writers	44	37	40	40
Direct mail and telemarketing	9	5	20	12
Odyssey broker channel	19	37	15	29
International	13	11	13	9

TABLE 12: VALUE OF NON-LIFE NEW BUSINESS	6 mths to	6 mths to	12 mths to
	30.06.2004	30.06.2003	31.12.2003
	Rm	Rm	Rm
Health administration	18	4	36
Asset management	10	7	36

TABLE 13: NEW BUSINESS PREMIUMS	6 mths to 30.06.2004 Rm	6 mths to 30.06.2003 Rm	12 mths to 31.12.2003 Rm
Recurring premiums			
Retail business	351	263	608
Corporate business	170	94	178
International business *	44	47	98
Individual life	42	45	84
Employee benefits	2	2	14
	565	404	884
Single premiums			
Retail business	535	443	1 019
Corporate business	403	215	1 398
International business *	39	11	67
	977	669	2 484
Annual premium equivalent (APE)	663	471	1 132
<i>* Net of outside shareholders</i>			

TABLE 14: VALUE OF NEW BUSINESS AS A % OF ANNUAL PREMIUM EQUIVALENT (APE)	30.06.2004 %	Margin 30.06.2003 %	31.12.2003 %
Retail business	9.6	2.6	8.2
Corporate business	10.9	8.6	10.7
International business	2.1	10.4	10.5
Total	9.5	4.9	9.1
<i>APE represents new recurring premiums plus 10% of single premiums.</i>			

TABLE 15: VALUATION OF NON-LIFE SUBSIDIARIES	Value as per balance sheet Rm	Write-up to fair value Rm	Embedded value Rm
Asset management (table 7 & 8)	41	135	176
Health administration (table 7 & 8)	251	98	349

Table 16: PRINCIPAL ASSUMPTIONS	30.06.2004 %	30.06.2003 %	31.12.2003 %
Pre-tax investment return			
Equities	12.5	11.8	11.3
Properties	12.5	11.8	11.3
Government stock	10.5	9.8	9.3
Cash	8.5	7.8	7.3
Risk discount rate	13.0	13.3	11.8
Investment return (before tax) – smoothed bonus	11.9	11.2	10.7
Expense inflation rate	7.8	7.0	6.5

TABLE 17: LIFE BUSINESS: SENSITIVITIES – 30.06.2004	In-force business			New business written		
	Net value	Gross value	Cost of CAR	Net value	Gross value	Cost of CAR
	Rm	Rm	Rm	Rm	Rm	Rm
Base value	2 516	2 682	(166)	63	74	(11)
1% increase in risk discount rate	2 295	2 541	(246)	49	67	(18)
% change	(9)	(5)	49	(21)	(9)	63
1% reduction in risk discount rate	2 762	2 836	(74)	78	81	(3)
% change	10	6	(55)	25	10	(76)
10% increase in future expenses	2 325	2 491	(166)	54	65	(11)
% change	(8)	(7)	-	(14)	(12)	-
1% increase in expense and salary inflation	2 442	2 608	(166)	62	73	(11)
% change	(3)	(3)	-	(2)	(2)	-
10% increase in policy discontinuance	2 454	2 620	(166)	50	61	(11)
% change	(2)	(2)	-	(20)	(17)	-
10% increase in mortality and morbidity	1 970	2 136	(166)	32	43	(11)
% change (note 1)	(22)	(20)	-	(49)	(42)	-
1% reduction in gross investment return	2 174	2 420	(246)	53	72	(19)
% change (note 2)	(14)	(10)	48	(15)	(2)	69
10% fall in market value of assets	2 383	2 549	(166)	63	74	(11)
% change	(5)	(5)	-	-	-	-
10% reduction in premium indexation take-up rate	2 469	2 635	(166)	60	71	(11)
% change	(2)	(2)	-	(4)	(3)	-
10% reduction in new business volumes	2 516	2 682	(166)	53	64	(11)
% change	-	-	-	(16)	(14)	-
10% increase in non-commission related acquisition expenses	2 516	2 682	(166)	57	68	(11)
% change	-	-	-	(10)	(8)	-

Notes:

(1) Mortality decreases by 10% for annuities; mortality and morbidity increase by 10% for assurance.

(2) Bonus rates are decreased commensurate with the drop in returns.

(3) The change in the value of cost of CAR is assumed to be nil where the sensitivity test causes an insignificant change in the value.

METROPOLITAN HOLDINGS – GROUP RESULTS

TABLE 18: STOCK EXCHANGE PERFORMANCE	6 mths to 30.06.2004	6 mths to 30.06.2003	6 mths to 31.12.2003
Value of shares traded (rand million)	892	399	595
Volume of shares traded (million)	120	71	94
Shares traded (% of total shares in issue after treasury shares) (annualised)	36.1	20.3	26.8
Value of shares traded – life insurance (J084 – rand billion)	22.3	20.1	20.7
Value of shares traded – top 40 index (J200 – rand billion)	401.6	336.7	316.6
Trade prices (cents per share)			
Highest	810	640	750
Lowest	680	470	550
Last sale of period (30 June)	730	595	685
Percentage change during period (annualised)	13.6	(4.9)	32.2
Percentage change – life insurance sector (J084) (annualised)	4.6	(14.8)	18.1
Percentage change – top 40 index (J200) (annualised)	(6.1)	(21.9)	52.3
30 June			
Price / core headline earnings ratio (annualised)	11.76	12.68	11.48
Dividend yield % (dividend on listed shares) (annualised)	5.62	6.05	6.28
Dividend yield – top 40 index (J200)	3.04	3.91	3.02
Total shares issued (million)			
Listed on JSE	635	676	678
Ordinary shares	625	669	668
Share incentive scheme	10	7	10
Unlisted	70	59	70
Share purchase scheme	70	59	70
Total shares in issue ♣	705	735	748
Treasury shares held by a subsidiary company	(41)	(41)	(41)
Total shares in issue after treasury shares ♣	664	694	707
Adjustment to staff share scheme shares ♦	(56)	(42)	(55)
Share incentive scheme	(5)	(5)	(5)
Share purchase scheme	(51)	(37)	(50)
Number of shares in issue ♥ (table 7)	608	652	652
Market capitalisation at period-end (rand billion) ♣			
	4.85	4.13	4.84
Percentage of life insurance sector			
	5.79	5.58	5.96

♥ Weighted average number of shares in issue referred to in table 2 is calculated on this number of shares in issue.

♣ Diluted weighted number of shares in issue referred to in table 2 is calculated on this number of shares in issue.

♣ The market capitalisation is calculated on the total shares in issue after treasury shares.

♦ These shares have been issued since 1 January 2001, the date on which the group adopted AC133. These shares do not comply with the derecognition rules as set out in AC133 and are therefore reversed on consolidation.

Metropolitan - Results Of The General Meeting; Finalisation Of The Odd-Lot Offer
METROPOLITAN HOLDINGS LIMITED
Incorporated in the Republic of South Africa
Registration Number: 2000/031756/06
JSE share code: MET
NSX share code: MTD
ISIN: ZAE000050456

("Metropolitan" or "the Company")

RESULTS OF THE GENERAL MEETING AND FINALISATION OF THE ODD-LOT OFFER

1. RESULTS OF THE GENERAL MEETING

At the general meeting of shareholders held on Wednesday, 1 September 2004, the requisite majority of shareholders approved all the resolutions tabled by the Chairman at the meeting. These included:

- the special resolution to increase the authorised share capital of the Company by the creation of 75 842 650 variable rate cumulative convertible redeemable preference shares ("preference shares");
- the special resolution to amend the articles of association of the Company by inserting the terms and conditions attaching to the preference shares;
- the ordinary resolution whereby the directors are authorised to issue the preference shares for cash to Off the Shelf Investments 108 (Proprietary) Limited as part of Metropolitan's black economic empowerment transaction with Kagiso Trust Investments (Proprietary) Limited. The preference shares are expected to be issued on Friday, 1 October 2004;
- the special and ordinary resolutions required to give effect to the odd-lot offer; and
- the ordinary resolution authorising the Company by way of a general authority to distribute to shareholders any share capital and reserves of the Company.

The special resolutions approved at the meeting will be lodged for registration with the Registrar of Companies in South Africa.

2. FINALISATION OF THE ODD-LOT OFFER

2.1 Record date

The election period for the odd-lot offer opened on Friday, 6 August 2004 and will close at 12:00 on Friday, 17 September 2004 ("the record date"). Shareholders who hold less than 100 Metropolitan shares ("odd lot holders") and who are recorded in the Company's register at the close of business on the record date will be entitled to participate in the odd-lot offer.

2.2 Last day to trade

Odd-lot holders are advised that the last day to trade in order to participate in the odd-lot offer will be Friday, 10 September 2004. An odd-lot holder acquires additional Metropolitan shares by 17:00 on Friday, 10 September 2004 with the result that the odd-lot holder's shareholding at the close of business on the record date exceeds 100 Metropolitan shares, then such odd-lot holder will not be eligible to participate in the odd-lot offer.

2.3 Odd-lot holders who hold certificated Metropolitan shares

- ##### 2.3.1
- Those odd-lot holders who hold certificated Metropolitan shares and who have elected to increase their odd-lot holdings are required to return a completed form of election and surrender contained in the circular posted to shareholders on 6 August 2004 together with a cheque or banker's draft for the additional Metropolitan shares to reach the respective transfer secretaries at the following addresses by 12:00 on the record date:

Transfer secretaries
in South Africa

Transfer secretaries
in Namibia

- 2.3.2 Certificated odd-lot holders who surrender their documents of title by 12:00 on the record date together with a completed form of election and surrender will be sent new share certificates in respect of their Metropolitan shares by registered post at their risk from Monday, 20 September 2004.
- 2.3.3 Those odd-lot holders who hold certificated Metropolitan shares and who have elected to sell their odd-lot holdings are required to surrender their documents of title in respect of all their Metropolitan shares together with a completed form of election and surrender to reach the respective transfer secretaries by 12:00 on the record date.
- 2.3.4 Cheques in respect of the sale of odd-lot holdings will be posted from Monday, 20 September 2004 to odd-lot holders who have elected to sell their odd-lots or whose odd-lots have been compulsorily acquired by Metropolitan, at the risk of such odd-lot holders, against surrender by such odd-lot holders of their relevant documents of title.
- 2.4 Odd-lot holders who hold dematerialised Metropolitan shares
- 2.4.1 Odd-lot holders who have dematerialised their odd-lot holdings do not hold share certificates and consequently there is no surrender procedure applicable to them, nor are they required to complete a form of election and surrender. Such odd-lot holders should instruct their Central Securities Depository Participant ("CSDP") as to what election they wish to exercise in respect of the odd-lot offer in accordance with the custody agreement entered into between them and their CSDP.
- 2.4.2 Any movement in the number of Metropolitan shares held by dematerialised odd-lot holders as a result of the implementation of the odd-lot offer will automatically be recorded in the relevant odd-lot holder's account with the CSDP selected by such odd-lot holder and their accounts will be credited or debited accordingly on Monday, 20 September 2004.

3. GENERAL

- 3.1 Odd-lot holders are reminded that if they fail to make an election in terms of the odd-lot offer as set out herein, they will be deemed to have sold their odd-lot holdings to Metropolitan at R8.02 per Metropolitan share, being the offer price plus a premium of 5% per Metropolitan share. Their documents of title will no longer be valid for trading after the record date and will have no value other than to receive the proceeds of the sale of their Metropolitan shares upon surrender of their documents of title. Forms of election and surrender are to reach the transfer secretaries in South Africa or Namibia by 12:00 on the record date. Forms of election received after this time and date will not be accepted.
- 3.2 A further announcement detailing the results of the odd-lot offer will be published on the Securities Exchange News Service of the JSE Securities Exchange South Africa on Monday, 20 September 2004 and in the South African and Namibian press on Tuesday, 21 September 2004.

Cape Town
1 September 2004
Sponsor in South Africa
Merrill Lynch South Africa (Pty) Limited

Sponsor in Namibia

Simonis Storm Securities (Proprietary) Limited

(Member of the NSX)

Legal adviser

Deneys Reitz Inc.

Date: 01/09/2004 01:15:04 PM Produced by the JSE SENS Department

From: Murray, Tyrrel
Sent: 09 September 2004 01:57 PM
To: Speckmann, Preston; Oosthuizen (Investor Relations) Nico L; Lotz, Michelle
Subject: SENS - fyj

2004-09-09 13:37:06

Metropolitan Holdings Limited - Resignation Of Non-Executive Director

Metropolitan Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 2000/031756/06

JSE Code: MET

NSX Code: MTD

ISIN Code: ZAE000050456

("Metropolitan" or "the company")

RESIGNATION OF NON-EXECUTIVE DIRECTOR

In compliance with section 3.59 of the Listings Requirements of the JSE Securities Exchange South Africa, notification is hereby given that Mr Sandile Zungu, an independent non-executive director, resigned from the board of the company with effect from 9 September 2004.

The reason for the resignation is that Mr Zungu is pursuing other interests in the financial services sector which may compete directly with the business of Metropolitan.

Cape Town

9 September 2004

Sponsor

Merrill Lynch SA (Pty) Limited

Date: 09/09/2004 01:37:05 PM Produced by the JSE SENS Department

From: Murray, Tyrrel
Sent: 20 September 2004 03:03 PM
To: DL: NAC Group Finance
Subject: SENS

2004-09-20 14:49:01

**METROPOLITAN - IMPLEMENTATION AND RESULTS OF THE ODD-LOT OFFER
METROPOLITAN HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)

Registration number: 2000/031756/06

("Metropolitan" or "the Company")

ISIN: ZAE000050456

JSE Share Code: MET

NSX Share Code: MTD

IMPLEMENTATION AND RESULTS OF THE ODD-LOT OFFER

1. IMPLEMENTATION OF THE ODD-LOT OFFER

Shareholders are advised that the odd-lot offer to shareholders who held less than 100 Metropolitan shares ("odd-lot holders") at the close of business on Friday, 17 September 2004, has been duly implemented.

2. RESULTS OF THE ODD-LOT OFFER

2.1 The total number of Metropolitan shares made available by those odd-lot holders who elected to sell their odd-lot holdings, and by those who failed to make an election and who were therefore deemed to have sold their odd-lot holdings, is 75 625 Metropolitan shares. The total consideration payable to these odd-lot holders, at R8.02 per Metropolitan share, being the offer price of R7.64 plus a premium of 5% per Metropolitan share, amounts to R606 512.50.

2.2 The total number of Metropolitan shares purchased by those odd-lot holders who elected to increase their odd-lot holdings to holdings of 100 Metropolitan shares is 2 511 Metropolitan shares. The consideration received by Metropolitan from these odd-lot holders was R7.64 per Metropolitan share, amounting to a total cash consideration of R19 184.04.

2.3 The total number of Metropolitan shares that continue to be held by those odd-lot holders who elected to retain their odd-lot holdings is 1 388.

The aggregate number of Metropolitan shares that became available as a result of the implementation of paragraph 2.1 above was used to satisfy the demand for Metropolitan shares referred to in paragraph 2.2 above.

The net result of the implementation of the odd-lot offer is that the number of shareholders of Metropolitan has been reduced by 22 986 shareholders and a total of 73 114 Metropolitan shares will be cancelled, de-listed and restored to the status of authorised ordinary share capital.

Cape Town

20 September 2004

Sponsor in South Africa

Merrill Lynch South Africa (Pty) Limited

Sponsor in Namibia

Simonis Storm Securities (Proprietary) Limited (Member of the NSX)

Legal adviser

Deneys Reitz Inc.

Date: 20/09/2004 02:49:04 PM Produced by the JSE SENS Department

**OPGAWE VAN VERKRYGING DEUR 'N MAATSKAPPY VAN AANDELE DEUR HOM
UITGEREIK/BETALINGS AAN AANDEELHOÛERS
RETURN OF ACQUISITIONS BY A COMPANY OF SHARES ISSUED BY IT/PAYMENTS TO
SHAREHOLDERS**

(Artikels/Sections 85, 87, 90)

RECEIVED
2004 NOV 23 A 11: 59
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Registrasienuommer van Maatskappy Registration Number of Company 2000/031756/06
--

Naam van Maatskappy
Name of Company Metropolitan Holdings Limited

Acquisition/payment date:
Verkrygings/betalingsdatum 22/09/04

1. Gemagtigde kapitaal van maatskappy-Authorised capital of company:

PAR VALUE			
Getal aandele Number of shares	Klas van aandele Class of shares	Nominale bedrag van elke aandele Nominal amount of each share R	Gemagtigde kapitaal Authorised capital R
1 000 000 000	Ordinary	0.000001	1 000.000000
Totaal Total		Totaal Total	1 000.000000

NO PAR VALUE	
Getal aandele Number of shares	Klas van aandele Class of shares
Totaal Total	

Moet deur die Maatskappy ingevul word - To be completed by the Company

Erkenning van ontvangs van opgawe van verkryging van aandele deur hom uitgereik/betalings aan aandeelhouers, gedateer
Acknowledgement of receipt of return of acquisitions by a company of shares issued by it payments to shareholders, dated

Naam van Maatskappy
Name of Company Metropolitan Holdings Limited

Posadres P O Box 2212
Postal address Bellville
7535

Datum van ontvangs deur Registrateur van Maatskappye Date of receipt by Registrar of Companies Datumstempel van Registrasie- kantoor vir Maatskappye Date stamp of Companies Registration Office Registrateur van Maatskappye Registrar of Companies

PAR VALUE			
Getal aandele Number of shares	Klas van aandele Class of shares	Nominale bedrag van elke aandeel Nominal amount of each share R	Bedrag van uitgereikte opbetaalde kapitaal Amount of issued paid-up capital R
75 625	Ordinary	0.000001	0.075625
Totaal Total		Totaal Total	0.075625

NO PAR VALUE			
Getal aandele Number of shares	Klas van aandele Class of shares	Uitreikings prys per aandeel Issue price per share R	Verklaarde kapitaal Stated capital R
Totaal Total		Totaal Total	

5. Uitgereikte kapitaal van maatskappy op datum van hierdie opgawe:/Issued capital of company at date of this return:

PAR VALUE			
Getal aandele Number of shares	Klas van aandele Class of shares	Nominale bedrag van elke aandeel Nominal amount of each share R	Bedrag van uitgereikte opbetaalde kapitaal Amount of issued paid-up capital R
704 531 450	Ordinary	0.000001	704.531450
Totaal Total		Totaal Total	704.531450

NO PAR VALUE			
Getal aandele Number of shares	Klas van aandele Class of shares	Uitreikings prys per aandeel Issue price per share R	Verklaarde kapitaal Stated capital R
Totaal Total		Totaal Total	

Opsomming van totale uitgereikte kapitaal op datum van hierdie opgawe:

Summary of issued capital as at the date of this return:

Bedrag van uitgereikte opbetaalde kapitaal - Amount of issued paid-up capital	R	704.531450
Verklaarde kapitaal - Stated Capital	R	
Premierekening - Premium account	R	2 244 975 759.470055
Totale uitgereikte kapitaal - Total issued capital	R	2 244 976 464.001505

Datum
Date 22nd of September 2004

Rubbersempel van maatskappy, as daar is, of van sekretarisse.
Rubber stamp of company, if any, or of secretaries.

Korrek gesertifiseer
Certified correct
Handtekening
Signature

B. B. B.
Direkteur, Bestuurder, Sekretaris - Director, Manager, Secretary

CERTIFIED A TRUE EXTRACT FROM THE MINUTES OF A GENERAL MEETING OF METROPOLITAN HOLDINGS LTD HELD ON WEDNESDAY, 1 SEPTEMBER 2004

“SPECIAL RESOLUTION NO 3

The following special resolution was proposed by the Chairman, seconded by Mr A M Sithole, 99.98% voted in favour, 0.01% voted against and 0.01% abstained and thereupon adopted:

“THAT subject to the passing of ordinary resolution number 2, the Company be and is hereby authorised by way of a specific approval in terms of section 85 of the Companies Act and in terms of the Listings Requirements of the JSE and any other stock exchange upon which the shares of the Company may be quoted or listed, to repurchase at the offer price plus a premium of 5% the ordinary shares held by those odd-lot holders in the Company who elect, pursuant to the odd-lot offer, to sell their odd-lot holdings to the Company or who do not make an election and are accordingly deemed to have sold their odd-lot holdings, to the extent that such ordinary shares are not transferred to odd-lot holders who have elected to purchase additional shares under the odd-lot offer. The ordinary shares repurchased in terms of this specific approval will be cancelled, delisted and restored to the status of authorised ordinary shares.”



**B GOBODO-MBOMVU
GROUP COMPANY SECRETARY**

2004-09-21

22 September 2004

The Registrar of Companies

P O Box 429

Pretoria

0001

Dear Sir

ACQUISITION OF SHARES

I the undersigned director of Metropolitan Holdings Limited, hereby declare in terms of Sec 85(5) and 90(2):

- (a) The company is not, or would not, after the payment, be unable to pay its debts as they become due in the ordinary course of business; and
- (b) The consolidated assets of the company fairly valued will not, after the payment, be less than the consolidated liabilities of the company.

SIGNED AT BELVILLE THIS 22ND DAY OF SEPTEMBER 2004



PRESTON SPECKMANN
GROUP FINANCE DIRECTOR

METROPOLITAN HOLDINGS LTD

PO BOX 2212 BELLEVILLE 7535, TEL (021) 940-5911, FAX (021) 940-5730, WEBSITE www.metropolitan.co.za

DIRECTORS: MRS GT SEROBE (CHAIRMAN), PR DOYLE (GROUP CHIEF EXECUTIVE), AM SITHOLE (EXECUTIVE), PE SPECKMANN (FINANCE DIRECTOR), NG BUTHELEZI, MRS F CHARNEY, PROF WP ESTERHUYSE, PO LAMPRECHT, E MOLOBI, SA MULLER, JE NEWBURY, JJ NJEKE, A SANGQU (ALTERNATE), ML SMITH, DR FA SOYIN, JC VAN REENEN
COMPANY SECRETARY: B GOBODO-MBUMYU

REG NO 2000/031756/06

Share register

Issued share capital	Number of Issued Shares		Share Capital		Total issued excluding premium	Share Premium 02066	Total capital
	Listed ordinary shares	Total listed	Listed ordinary shares 02060	Total listed 02060			
Balance as at 1 January 2002	688,425,337	694,795,732	688,425,332	6,370,400	694,795,732	2,439,418,000	2,439,418,000
Shares issued 11 December 2001 (6) (R) 30						13,967,238	13,967,238
Shares issued on 10 January 2002						2,453,385	2,453,385
Balance as at 31 January 2002	688,425,337	694,795,732	688,425,332	6,370,400	694,795,732	2,453,385	2,453,385
Shares released on 25 April 2002	(3,683)	(3,683)	(3,683)			(143,175,222)	(143,175,222)
Balance as at 30 April 2002	684,742,133	691,116,049	684,742,133	6,370,400	691,116,049	2,310,210	2,310,210
Share cancelled	(55,000)	(55,000)	(55,000)			(6,634,101)	(6,634,101)
Balance as at 31 May 2002	629,747,133	636,061,049	629,747,133	6,370,400	636,061,049	2,303,575	2,303,575
Shares cancelled 1 June 2002	(992,438)	(992,438)	(992,438)			(143,175,222)	(143,175,222)
Balance as at 30 June 2002	628,754,695	635,068,611	628,754,695	6,370,400	635,068,611	2,157,353	2,157,353
Shares allocated on 2 June 2002 (6) (R) 53						78,349,987	78,349,987
Balance as at 31 July 2002	628,754,695	635,068,611	628,754,695	6,370,400	635,068,611	2,240,703	2,240,703
Shares released on 20 August 2002						2,385,143	2,385,143
Balance as at 30 September 2002	628,754,695	635,068,611	628,754,695	6,370,400	635,068,611	2,463,494	2,463,494
Shares released 30 October 2002						2,385,143	2,385,143
Balance as at 31 October 2002	628,754,695	635,068,611	628,754,695	6,370,400	635,068,611	2,385,143	2,385,143
Shares released 9 November 2002						78,349,987	78,349,987
Balance as at 31 December 2002	628,754,695	635,068,611	628,754,695	6,370,400	635,068,611	2,463,494	2,463,494
Shares released 21 December 2002						2,463,494	2,463,494
Balance as at 31 January 2003	628,754,695	635,068,611	628,754,695	6,370,400	635,068,611	2,463,494	2,463,494
Share schedule adjusted						36,583,043	36,583,043
Share schedule adjusted 26 August 2003 (6) (R) 75						42,348,063	42,348,063
Share schedule adjusted 26 August 2003						(2,389,167)	(2,389,167)
Share schedule adjusted 10 November 2003							
Share schedule adjusted 15 December 2003							
Share schedule adjusted 8 January 2004							
Balance as at 31 December 2003	628,754,695	635,068,611	628,754,695	6,370,400	635,068,611	2,540,035	2,540,035
Share schedule adjusted 4 February 2004						2,540,035	2,540,035
Share schedule adjusted 20 February 2004						78,349,987	78,349,987
Share schedule adjusted 1 March 2004						2,463,494	2,463,494
Share schedule adjusted 17 March 2004						2,463,494	2,463,494
Share schedule adjusted 25 March 2004						2,463,494	2,463,494
Share schedule adjusted 5 April 2004						2,463,494	2,463,494
Share schedule adjusted 20 April 2004						2,463,494	2,463,494
Share schedule adjusted 30 April 2004						2,463,494	2,463,494
Share schedule adjusted 28 May 2004						2,463,494	2,463,494
Share schedule adjusted 04 June 2004						2,463,494	2,463,494
Share schedule adjusted - incentive scheme						2,463,494	2,463,494
Share schedule adjusted 08 July 2004						2,463,494	2,463,494
Share schedule adjusted 27 July 2004						2,463,494	2,463,494
Share schedule adjusted 03 August 2004						2,463,494	2,463,494
Share schedule adjusted 24 August 2004						2,463,494	2,463,494
Share schedule adjusted 7 September 2004						2,463,494	2,463,494
Share schedule adjusted 18 September 2004						2,463,494	2,463,494
Share cancelled 27 September 2004						2,463,494	2,463,494
Share cancelled 27 September 2004						2,463,494	2,463,494

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METROPOLITAN
HOLDINGS LIMITED



2004 NOV 23 A 11: 59

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

20 September 2004

The General Manager
Listings Division
JSE Securities Exchange South Africa
Exchange Square
2 Gwen Street
Sandown

Dear Sir

**APPLICATION IN TERMS OF SCHEDULE 22 TO THE JSE LISTINGS REQUIREMENTS
FOR THE DELISTING OF ORDINARY SHARES IN METROPOLITAN HOLDINGS LIMITED
("METROPOLITAN") ARISING OUT OF AN ODD-LOT OFFER**

Application is hereby made for the delisting of ordinary shares in Metropolitan ("shares") with effect from Wednesday, 22 September 2004, arising out of Metropolitan's odd-lot offer to its shareholders which closed on Friday, 17 September 2004.

In support of this application, and in accordance with the Listings Requirements of the JSE Securities Exchange South Africa ("JSE"), the following information is submitted:

1. Description and number of shares for which the delisting is applied

Metropolitan proposed an odd-lot offer to all its shareholders who held less than 100 Metropolitan shares in terms of a circular to shareholders dated 6 August 2004. The odd-lot offer was made on the basis that all the shares sold by odd-lot holders or deemed to have been sold would firstly be used for the purpose of odd-lot holders who elected to purchase additional shares, with the balance of the shares to be repurchased by Metropolitan. The balance of the shares that have been repurchased was 75 625 shares with a nominal value of 0,0001 cent each in the issued share capital of Metropolitan.

2. Date upon which the repurchase is to be effected

Monday, 20 September 2004

3. Metropolitan's current authorised and issued share capital

Authorised share capital	1 000 000 000 shares
Issued share capital	704 607 075 shares

METROPOLITAN HOLDINGS LTD

PO BOX 2012 BELLVILLE 7535, TEL [021] 940-5911, FAX [021] 940-5730, WEBSITE www.metropolitan.co.za

DIRECTORS: MRS GT SERGEE (CHAIRMAN), PR DOYLE (GROUP CHIEF EXECUTIVE), AM SITHOLE (EXECUTIVE), PE SPECKMANN (FINANCE DIRECTOR), NZ BUTHELEZI,
MRS I CHARLEY, PROF WP ESTERHUYSE, PC LAMPRECHT, E MOLOBI, SA MULLER, JE NEWBURY, JJ NJEKE, A SANGQU (ALTERNATE), ML SMITH, DR FA SOAN, JC VAN REENEN
COMPANY SECRETARY: B GOBODO-MBOMVU

REG NO 2000/031756/06

Please note that 636 017 825 of the total issued shares are listed and [68 589 250] are unlisted, the unlisted shares being shares held under the Metropolitan staff share purchase scheme.

4. **The issued share capital after the delisting of the shares**

Authorised share capital	1 000 000 000 shares
Issued share capital	704 531 450shares

5. **The date on which the shares will be cancelled**

Monday, 20 September 2004

6. **The percentage that the shares repurchased in 1 above represent**

0.01% of the total issued share capital of Metropolitan (calculated on the number of shares in issue before the repurchase was effected).

7. **The extent of the authority outstanding (to repurchase) by number and percentage**

Nil – a specific authority to repurchase was granted by shareholders in order for Metropolitan to implement the odd-lot offer. The odd-lot offer closed on Friday, 17 September 2004.

8. **Reference to the type of authority under which the repurchase was done**

Shareholders granted a specific authority to repurchase the shares reflected in 1 above in terms of Special Resolution number 3 set out in the notice of general meeting included in the circular to shareholders dated 6 August 2004.

9. **Reference to the general meeting at which the authority to repurchase the shares was given**

Shareholders granted the specific authority to repurchase the shares in 1 above at a general meeting held in the Auditorium, 7 Parc du Cap, Mispel Road, Bellville, Cape Town on Wednesday, 1 September 2004.

10. **Confirmation that the company is not in breach of its working capital requirements**

Metropolitan will fund the specific repurchase of shares in terms of the authority granted to it in points 8 and 9 above out of its available cash resources. After the specific repurchase, the working capital available to Metropolitan will be sufficient for its requirements for a period of at least 12 months from the date of the notice of general meeting.

11. **The total of any treasury shares held by a subsidiary, expressed by number and percentage of the total shares in issue**

40 690 146 shares (which represents 5.8% of the total issued share capital of Metropolitan). These shares are held by one of its wholly owned subsidiaries, Metropolitan Life Limited, as treasury stock.

12. **Confirmation that the cancellation of these shares will not place the company in breach of the spread regulations of the JSE**

The cancellation of the maximum number of shares detailed in 1 above will not compromise the JSE's spread requirements as set out in section 4.28 (e) and (f) of the Listings Requirements.

13. **Confirmation that the company did not breach section 89 of the Companies Act – subsidiaries' ability to acquire shares in its holding company up to a maximum of 10%**

Metropolitan is not in breach of section 89 of the Companies Act and none of the shares repurchased were acquired by any subsidiary of Metropolitan.

14. **Confirmation that the repurchase was not made during a closed period**

The repurchase of shares did not take place during a closed period.

15. **Not an affected transaction**

The Rules of the Securities Regulation Panel have been considered and the repurchase does not indirectly result in an affected transaction.

Yours faithfully



B GOBODO-MBOMVU
COMPANY SECRETARY



P E SPECKMANN
FINANCE DIRECTOR

PARIS ASPOSPORIS
MERRILL LYNCH SOUTH AFRICA (PTY) LIMITED
SPONSOR TO METROPOLITAN HOLDINGS LIMITED

METROPOLITAN HOLDINGS LIMITED
Ref No: 2000/031758/06

Share register

Issued share capital	Number of Issued Shares			Share Capital			Total capital		
	Listed ordinary shares	Listed incentive shares	Total listed	Listed ordinary shares 02/06	Listed incentive shares 02/10	Total listed	Unlisted staff share purchase scheme shares 02/09	Total issued excluding premium	Share premium 02/06
Balance as at 1 January 2002	688 425 332	6 370 400	694 795 732	688 425 332	6 370 400	727 780 482	37 984 750	727 780 482	2 439 418 000
Shares issued 1 December 2001 (6 181 30)	33 200		33 200	0 033 200		1 682 800	1 682 800	1 682 800	13 967 240
Shares released on 25 April 2002									
Balance as at 31 January 2002	688 458 532	6 370 400	694 828 932	688 458 532	6 370 400	729 463 282	34 634 350	729 463 282	2 453 305 239
Shares released on 25 April 2002	3 600		3 600	0 003 600		18 300	0 003 600	18 300	13 967 240
Balance as at 30 April 2002	688 462 132	6 370 400	694 832 532	688 462 132	6 370 400	729 481 582	34 634 350	729 481 582	2 453 305 239
Share cancelled	(18 948 025)		(18 948 025)	(18 948 025)		(18 948 025)		(18 948 025)	
Balance as at 31 May 2002	669 514 107	6 370 400	675 884 507	669 514 107	6 370 400	710 517 257	34 630 750	710 517 257	2 453 305 239
Shares cancelled 3 June 2002	(54 000)		(54 000)	(54 000)		(54 000)		(54 000)	
Shares cancelled	(192 436)		(192 436)	(192 436)		(192 436)		(192 436)	
Balance as at 30 June 2002	669 514 107	6 370 400	675 884 507	669 514 107	6 370 400	710 517 257	34 630 750	710 517 257	2 453 305 239
Shares allocated on 2 June 2002 (6 181 30)	35 000		35 000	0 055 000		1 682 800	1 682 800	1 682 800	13 967 240
Balance as at 31 July 2002	669 549 107	6 370 400	675 924 507	669 549 107	6 370 400	712 200 057	34 630 750	712 200 057	2 453 305 239
Shares released at 20 August 2002	(1 000 000)		(1 000 000)	(1 000 000)		(1 000 000)		(1 000 000)	
Balance as at 31 August 2002	667 549 107	6 370 400	673 919 507	667 549 107	6 370 400	711 200 057	34 630 750	711 200 057	2 453 305 239
Shares released at 30 September 2002	400		400	0 000 400		2 000	0 000 400	2 000	13 967 240
Balance as at 30 October 2002	667 549 107	6 370 400	673 919 507	667 549 107	6 370 400	711 202 057	34 630 750	711 202 057	2 453 305 239
Shares released 30 October 2002	50 000		50 000	0 050 000		2 500	0 050 000	2 500	13 967 240
Balance as at 31 October 2002	667 599 107	6 370 400	673 969 507	667 599 107	6 370 400	711 204 557	34 630 750	711 204 557	2 453 305 239
Shares released 9 December 2002	60 000		60 000	0 060 000		3 000	0 060 000	3 000	13 967 240
Share issued 7 December 2002									
Balance as at 31 December 2002	667 659 107	6 370 400	674 029 507	667 659 107	6 370 400	711 207 557	34 630 750	711 207 557	2 453 305 239
Share schedule adjusted	(35 000)		(35 000)	(35 000)		(35 000)		(35 000)	
Shares issued 2 June 2003 (6 181 30)	35 000		35 000	0 035 000		1 682 800	1 682 800	1 682 800	13 967 240
Shares released at 25 August 2003	16 940		16 940	0 016 940		84 700	0 016 940	84 700	6 181 300
Shares cancelled 17 November 2003	(6 940)		(6 940)	(6 940)		(34 700)		(34 700)	
Shares cancelled 15 December 2003	(348 160)		(348 160)	(348 160)		(1 740 800)		(1 740 800)	
Share schedule adjusted	20 600		20 600	0 020 600		1 030 000	0 020 600	1 030 000	6 181 300
Balance as at 31 December 2003	667 361 311	9 910 160	677 271 471	667 361 311	9 910 160	747 321 261	59 489 450	747 321 261	2 453 305 239
Shares issued 20 February 2004	29 000		29 000	0 029 000		1 160 000	0 029 000	1 160 000	9 910 160
Shares released 1 March 2004	18 290		18 290	0 018 290		91 300	0 018 290	91 300	6 181 300
Shares released 17 March 2004	7 690		7 690	0 007 690		38 100	0 007 690	38 100	6 181 300
Shares released 25 March 2004	11 800		11 800	0 011 800		58 100	0 011 800	58 100	6 181 300
Share schedule adjusted	800		800	0 008 000		4 000	0 008 000	4 000	6 181 300
Shares cancelled 5 April 2004	(6 400)		(6 400)	(6 400)		(31 600)		(31 600)	
Shares cancelled 20 April 2004	23 300		23 300	0 023 300		116 500	0 023 300	116 500	6 181 300
Shares released 30 April 2004	64 700		64 700	0 064 700		323 000	0 064 700	323 000	6 181 300
Shares cancelled 24 July 2004	7 000		7 000	0 007 000		35 000	0 007 000	35 000	6 181 300
Shares released 20 July 2004	11 900		11 900	0 011 900		59 000	0 011 900	59 000	6 181 300
Shares cancelled 30 June 2004	10 300		10 300	(10 300)		(51 000)		(51 000)	
Share schedule adjusted	47 000		47 000	0 047 000		234 000	0 047 000	234 000	6 181 300
Shares released 08 July 2004	38 000		38 000	0 038 000		190 000	0 038 000	190 000	6 181 300
Shares released 27 July 2004	16 000		16 000	0 016 000		80 000	0 016 000	80 000	6 181 300
Shares released 03 August 2004	35 700		35 700	0 035 700		178 000	0 035 700	178 000	6 181 300
Shares released 24 August 2004	8 000		8 000	0 008 000		40 000	0 008 000	40 000	6 181 300
Shares released 7 September 2004	50 000		50 000	0 050 000		250 000	0 050 000	250 000	6 181 300
Shares released 16 September 2004	766 000		766 000	0 766 000		3 830 000	0 766 000	3 830 000	6 181 300
Share schedule adjusted	175 625		175 625	0 175 625		878 000	0 175 625	878 000	6 181 300
Share cancelled 22 September 2004	6 547 200		(6 547 200)	(6 547 200)		(32 735 000)		(32 735 000)	
Balance as at 30 September 2004	673 818 511	9 910 160	683 728 671	673 818 511	9 910 160	744 593 261	68 589 250	744 593 261	2 453 305 239

METROPOLITAN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2000/031756/06)

JSE Share Code: MET

NSX Share Code: MTD

ISIN: ZAE000050456

("Metropolitan" or "the Company")

FORM OF PROXY

For completion only by ordinary shareholders holding share certificates and ordinary shareholders who have dematerialised their Metropolitan shares and whose shareholding is recorded in their own name in the sub-register maintained by their Central Securities Depository Participant ("CSDP")

This form of proxy is not for use by shareholders who have dematerialised their Metropolitan shares (other than those whose shareholding is recorded in their own name in the sub-register maintained by their CSDP)

I/We

being the holder of (number) shares in the Company, do hereby appoint:

1. or failing him/her
2. or failing him/her
3. the chairman of the general meeting.

as my/our proxy to attend, speak and vote on my/our behalf at the general meeting of shareholders to be held in the Auditorium, 7 Parc du Cap, Mispel Road Bellville, Cape Town on Wednesday, 1 September 2004 at 11:00 and at any adjournment thereof and to vote or abstain from voting as follows on the special and ordinary resolutions to be proposed at such meeting:

Please indicate instructions to the appointed proxy by way of an "X" in the appropriate spaces below (if no instructions are given, the proxy may vote as he/she thinks fit):	For	Against	Abstain
Special resolution number 1 - Increase of the authorised share capital of the Company and the creation of 75 842 650 variable rate cumulative convertible redeemable preference shares			
Special resolution number 2 - The amendment of the Company's articles of association			
Special resolution number 3 - Specific authority to repurchase the Company's shares for the purpose of the odd-lot offer			
Ordinary resolution number 1 - Authority for directors to issue and allot shares to implement the transaction			
Ordinary resolution number 2 - Odd-lot offer to ordinary shareholders			
Ordinary resolution number 3 - Specific authority to issue shares for the purpose of the odd-lot offer			
Ordinary resolution number 4 - General authority to make a payment to shareholders			
Ordinary resolution number 5 - Authority for directors to issue and allot shares for the Metropolitan staff share schemes			
Ordinary resolution number 6 - Authority for a director to implement aforementioned resolutions			

A shareholder entitled to attend and vote at the general meeting may appoint a proxy or proxies to attend, speak and vote in his/her stead on a show of hands and on a poll. The proxy so appointed need not be a shareholder of the Company.

Every person present and entitled to vote at the general meeting as a shareholder or as a representative of a body corporate shall on a show of hands have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, every share shall have one vote.

Signed at on this day of 200

Name in BLOCK LETTERS

Signature

(Initials and surname of joint holders, if any)

Address

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2004 NOV 23 P 12: 00



Date: 30/09/2004

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Our Reference: 14795791
Box: 56378
Sequence: 35

METROPOLITAN HOLDINGS
P O BOX 2212
BELLVILLE
7535

RE: Amendment to Company Information
Company Number: 2000/031756/06
Company Name: METROPOLITAN HOLDINGS

We have received a CM29 (Contents of register of directors, auditors and officers) from you dated 14/09/2004.

The CM29 was accepted and placed on file.

The following change was effected:

Change Record
Surname = SPECKMANN
First Names = PRESTON EUGENE
Status = Active

The following change was effected:

Change Record
Surname = DOYLE
First Names = PETER RAYMOND
Status = Active

The following change was effected:

Change Record
Surname = SITHOLE
First Names = ABEL MOFFAT
Status = Active

The following change was effected:

Change Record
Surname = ZUNGU
First Names = SANDILE DONALD MUZIWENKOSI
Status = Resigned

The following change was effected:

Change Record
Surname = SEROBE
First Names = GLORIA TOMATOE
Status = Active

The following change was effected:

Change Record
Surname = BUTHELEZI
First Names = NTUTHUKOYEZWE ZUZIFA
Status = Active

The following change was effected:

Change Record
Surname = CHARNLEY
First Names = BARENDILLA
Status = Active



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za



The following change was effected:
Change Record
Surname = MULLER
First Names = SYDNEY ALAN
Status = Active

The following change was effected:
Change Record
Surname = NEWBURY
First Names = JOHN ERNEST
Status = Active

The following change was effected:
Change Record
Surname = SMITH
First Names = MARTHINUS LUTHER
Status = Active

The following change was effected:
Change Record
Surname = SONN
First Names = FRANKLIN ABRAHAM
Status = Active

The following change was effected:
Change Record
Surname = VAN REENEN
First Names = JOHANNES CORNELIUS
Status = Active

The following change was effected:
Change Record
Surname = LAMPRECHT
First Names = PETER CHRISTIAANSEN
Status = Active

The following change was effected:
Change Record
Surname = GOBODO-MBOMVU
First Names = BONGIWE
Status = Active

The following change was effected:
Change Record
Surname = MOLOBI
First Names = ERIC
Status = Active

The following change was effected:
Change Record
Surname = NJEKE
First Names = MFUNDISO JOHNSON NTABANKULU
Status = Active

The following change was effected:
Change Record
Surname = SANGQU
First Names = ANDILE HESPERUS
Status = Active

Yours truly

Registrar of Companies

DMU

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.gov.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



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Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za



Registration number **2000 / 031756 / 06**

Enterprise Name **METROPOLITAN HOLDINGS**

Enterprise Shortened Name **None provided.**

Enterprise Translated Name **None provided.**

Registration Date **21/12/2000**

Business Start Date **21/12/2000**

Enterprise Type **Public Company**

Enterprise Status **In Business**

Financial year end **December**

Main Business/Main Object

Postal address **P O BOX 2212**
BELLVILLE
7535

Address of registered office **PARC DU CAP MISPEL RAOD**
BELLVILL
7530



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

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P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za



Registration number **2000 / 031756 / 06**
 Enterprise Name **METROPOLITAN HOLDINGS**

Auditors

Name **PRICEWATERHOUSECOOPERS**
 Postal Address **P O BOX 2799**
CAPE TOWN
8000

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
SANGQU, ANDILE HESPERUS	6310025070084	Alternating Director	01/07/2004	Postal: P O BOX 55276, NORTHLANDS, 2116 Residential: 66 MONKOR ROAD, RANDPARK RIDGE, RANDBURG, 2156
NJEKE, MFUNDISO JOHNSON NTABANKULU	5811145894080	Director	01/07/2004	Postal: P O BOX 55276, NORTHLANDS, 2116 Residential: 25 RIESLING CRESCENT, HURLINGHAM MANOR, 2196
MOLOBI, ERIC	4506055492088	Director	01/07/2004	Postal: P O BOX 55276, NORTHLANDS, 2116 Residential: 31 GERARD STREET, OBSERVATORY, 2198
GOBODO-MBOMVU, BONGIWE	6702260469080	Company Secretary (Natural Person)	01/02/2002	Postal: PO BOX 2212, BELLVILLE, 7535 Residential: 3 CONSTANTIA ROAD, PANORAMA, 7500
LAMPRECHT, PETER CHRISTIAANSEN	4209215114086	Director	01/05/2002	Postal: PO BOX 3015, KNYSNA, 6570 Residential: OLD RECTORY, 7 CHURCH STREET, BELVIDERE, KNYSNA, 6570
VAN REENEN, JOHANNES CORNELIUS	5503015050089	Director	01/12/2001	Postal: PO BOX 6711, WELGEMOED, 7538 Residential: 4 DAHLIA ROAD, WELGEDACHT, 7538
SONN, FRANKLIN ABRAHAM	3910115086081	Director	21/09/2001	Postal: PO BOX 2087, BELLVILLE, 7535 Residential: 36 PLETTENBERG STREET, WELGEMOED, 7530
SMITH, MARTHINUS LUTHER	4007225076083	Director	01/09/2001	Postal: 11 MAGNOLIA CRESCENT, VALMARY PARK, DURBANVILLE, 7550 Residential: 11 MAGNOLIA CRESCENT, VALMARY PARK, DURBANVILLE, 7550



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:
 Registrar of Companies & Close Corporations
 P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
 Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za



Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
NEWBURY, JOHN ERNEST	4206215008086	Director	21/09/2001	Postal: PO BOX 911, ILLOVO, 2116 Residential: 50A THIRD AVENUE, ILLOVO, 2196
MULLER, SYDNEY ALAN	4810175112000	Director	21/09/2001	Postal: 2 SWIFT LANE, STEENBERG ESTATE, TOKAI RFOAD, TOKAI, 7945 Residential: 2 SWIFT LANE, STEENBERG ESTATE, TOKAI RFOAD, TOKAI, 7945
ESTERHUYSE, WILLEM PETRUS	3608195069007	Director	21/09/2001	Postal: 26 SERURIA STREET, PARADYSKLOOF, STELLENBOSCH, 7600 Residential: 26 SERURIA STREET, PARADYSKLOOF, STELLENBOSCH, 7600
CHARNLEY, BARENDILLA	6005060110080	Director	21/09/2001	Postal: P O BOX 9955, SANDTON, 2146 Residential: 2 CARMEL VILLAGE, GATESIDE AVENUE, DAINFERN, 2055
BUTHELEZI, NTUTHUKOYEZWE ZUZIFA	5501165177082	Director	21/09/2001	Postal: P O BOX 3627, RIVONIA, 2128 Residential: 7 SAVANNAH, KINGSWOOD CRESCENT, RIVER CLUB, SANDTON, 2196
SEROBE, GLORIA TOMATOE	5909200721089	Director	21/09/2001	Postal: POSTNET SUITE 169, PRIVATE BAG X 2600, HOUGHTON, 2041 Residential: 56 DENOON DRIVE, ATHOLL, SANDTON, 2196
SITHOLE, ABEL MOFFAT	6212256059085	Director	21/09/2001	Postal: PO BOX 2212, BELLVILLE, 7535 Residential: 14 VILLA DE VIA, VREDEKLOOF, BRACKENFELL, 7560
DOYLE, PETER RAYMOND	5507195092001	Director	21/09/2001	Postal: P O BOX 2212, BELLVILLE, 7535 Residential: 9 CROFT ROAD, CONSTANTIA, CAPE, 7800
SPECKMANN, PRESTON EUGENE	5612145139082	Director	30/07/2001	Postal: P O BOX 2212, BELLVILLE, 7535 Residential: 42 PORTERVILLE ROAD, WELGELEGEN, 7500



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za

THE DEPARTMENT
OF TRADE AND INDUSTRY
SOUTH AFRICA

From: Murray, Tyrrel
Sent: 14 October 2004 02:45 PM
To: Lotz, Michelle; Oosthuizen (Investor Relations) Nico L; Snow, Sue; Brown, Marcelle
Subject: DIRECTORS DEALINGS

2004-10-05 13:54:45

Metropolitan Holdings Ltd - Dealing in Securities by Directors

METROPOLITAN HOLDINGS LTD

(Incorporated in the Republic of South Africa)

Registration number: 2000/031756/06

ISIN: ZAE000050456

JSE Share Code: MET

NSX Share Code: MTD

Dealing in Securities by Directors

In accordance with the requirements of paragraphs 3.63 to 3.74 of the JSE Securities Exchange South Africa Listing Requirements ("Listings Requirements"), the following transaction should be noted:

Director: Prof W P Esterhuyse

Date of transaction: 1 October 2004

Price per share: R8-81

Amount: 40 000 shares

Class of security: Ordinary shares

Nature of transaction: Purchase

Extent of interest: Direct

Prior written approval in terms of paragraph 3.66 of the Listings Requirements has been obtained.

Cape Town

5 October 2004

Date: 05/10/2004 01:54:45 PM Produced by the JSE SENS Department

From: Murray, Tyrrel
Sent: 01 November 2004 03:35 PM
To: DL: NAC Group Finance
Subject: DIRECTORS DEALINGS

2004-11-01 13:13:28

METROPOLITAN HOLDINGS LTD - DEALING IN SECURITIES BY DIRECTORS

METROPOLITAN HOLDINGS LTD

(Incorporated in the Republic of South Africa)

Registration number: 2000/031756/06

ISIN: ZAE000050456

JSE Share Code: MET

NSX Share Code: MTD

DEALING IN SECURITIES BY DIRECTORS

In accordance with the requirements of paragraphs 3.63 to 3.65 of the JSE Securities Exchange South Africa Listing Requirements ("Listings Requirements"), the following transaction should be noted:

Director: Mr J E Newbury

Date of transaction: 29 October 2004

Price: R8-95

Amount: 27 000

Class: Ordinary

Nature of transaction: Purchase

Extent of interest: Indirect

Prior written approval in terms of paragraph 3.66 of the Listings Requirements has been obtained.

Cape Town

1 November 2004

Sponsor

Merrill Lynch South Africa (Pty) Limited

Date: 01/11/2004 01:13:31 PM Produced by the JSE SENS Department

update

METROPOLITAN
HOLDINGS LIMITED



16 November 2004

Update is a newsletter produced by the investor relations department of Metropolitan Holdings Limited. It provides information on the different businesses in the group as well as financial news. Contact Nico Oosthuizen on (021) 940-6111 or Sue Snow on (021) 940-6119 or send an e-mail to noosthuizen@metropolitan.co.za or ssnow@metropolitan.co.za for further information.

3rd quarter highlights

- New business APE up 89%
- All-round growth in new business continues to surprise on the upside
- Further improvements in persistency
- Cost containment remains on track
- Investment performance receiving focussed attention

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2004 NOV 23 P 12:00
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CORPORATE FINANCE

Operational performance for the nine months ended 30 September 2004

New business premiums

	Third quarter			Year to date		
	2004	2003	% change	2004	2003	% change
	Rm	Rm		Rm	Rm	
Recurring premiums						
Retail business	228	167	37	579	430	35
Corporate business	177	49	261	347	143	143
International business	49	25	96	93	72	29
Individual life	32	24	33	74	69	7
Employee benefits	17	1		19	3	
	454	241	88	1 019	645	58
Single premiums						
Retail business	412	179	130	947	622	52
Corporate business	185	155	19	588	370	59
International business	48	5		87	16	
	645	339	90	1 622	1 008	61
Annual premium equivalent (APE)	519	275	89	1 181	746	58

Comments

- These are provisional figures only, ie they are subject to adjustment at the year-end valuation.
- The basis on which the figures have been calculated is the same as that used for embedded value purposes. Premium income is included from the date on which policies come into force as opposed to the date on which they are accepted. (Figures calculated on the latter basis are normally referred to as production figures.) It should be noted that there can be a delay of up to three months between these two dates.
- The new business figures shown above are all net of outside shareholders' interests.
- Metropolitan Botswana was 75% and Metropolitan Namibia 78.7% owned throughout the period.

Retail

- Retail continued to deliver good all-round growth compared to the third quarter of 2003, with recurring premium new business up 37% and single premium business 130% higher.
- Direct writers maintained their excellent performance, growing both volume of new business and average premium size.
- Metropolitan Odyssey sustained its strong showing in the recurring premium market, reflecting increased penetration of the upper emergent market.
- Metropolitan Odyssey grew its single premium business even more substantially, but it should be noted that this business, while profitable for the group, is sold at below our average margins.
- The direct mail distribution channel is recovering steadily, and new business production was up quarter on quarter.
- Group schemes were not operating at full capacity as the benefits of their recent restructuring have not begun flowing through as yet.
- 40% of new policies were sold in the aspirant (<R4 000pm) and 45% in the lower emergent (<R8 000pm) market, further confirming the market positioning of retail.
- Maturity claims were significantly higher than in the same period in 2003 as five and ten year endowments continued to mature.
- There was an increase in individual life policy surrenders.
- Overall persistency continued to improve, with lapses at inception dropping below 14%, the lowest level since before the Persal issue; the improved persistency of debit order business was particularly pleasing.
- Retail remains on track to achieve the challenging 12.5% new business profit margin target set for 2004, with recurring premium business as always the main driver.

Corporate

- Corporate recorded a surge of 261% in new recurring premium business, once again compared to the third quarter of 2003.
- A risk-only scheme, worth R240 million in annual recurring premium income, was the main contributor to this growth; the scheme has been 50% reinsured.
- At 19% the increase in single premium business was pleasing, particularly under difficult market conditions.
- Genuine broad-based empowerment is playing an increasingly important role in securing new employee benefits business in view of the growing number of companies claiming empowerment credentials.
- Recurring premium prospects look good but the single premium outlook remains depressed.
- There was a further increase in terminations driven by individual member investment choice.
- Abel Sithole, head of corporate business, was adjudged the top employee benefits practitioner of the year by the Association of Black Securities and Investment Professionals at their annual awards evening in October 2004.

International

- Overall, there was good growth in both individual life and employee benefits recurring premium new business.
- The percentage increases are inflated because not all of Metropolitan Lesotho's new business was reflected under international in 2003.
- Metropolitan Lesotho recorded strong recurring premium income growth in 2004.
- Recurring premium new business in Metropolitan Botswana, however, slowed down significantly while Metropolitan Namibia's growth was flat.
- Single premium business increased significantly quarter on quarter, with Metropolitan Botswana and Metropolitan Lesotho recording particularly strong performances; the launch of a new immediate annuity was largely responsible for the former's success.
- Metropolitan Namibia recently concluded negotiations to acquire 100% of Channel Life Namibia; outstanding approvals are due by 3 December 2004; the combined entity is expected to be the biggest writer of new business in that country, outstripping its larger rivals.
- Metropolitan Botswana has launched a concerted drive to enhance its client service levels, with particular emphasis on the administrative back-up that is provided locally.
- The transfer of the bulk of the Lesotho business currently on the books of Metropolitan Life will be implemented as soon as the necessary approvals have been obtained, and should have been completed by the end of the year provided all goes according to plan.

- The mortality experience of both Metropolitan Namibia and Metropolitan Lesotho has shown an improvement during the quarter.

Health

- MHG has been awarded the contract to provide administration services and QUALSA, our health risk management subsidiary, managed care services to POLMED with effect from 1 January 2005. POLMED is the medical aid scheme of the SA Police Services and is the largest restricted medical aid scheme in South Africa with a membership of some 126 000 principal members. As part of this contract, MHG will establish a full office infrastructure in Pretoria, including a walk-in customer service centre for POLMED members. MHG now has a client base across the public sector, public enterprises and the private sector in South Africa.
- The MHG Kenyan operation has not performed as well as anticipated and the long-term outlook for this business is under review.
- All other client schemes are operating successfully.

Investment markets

- The South African equity markets have improved since the end of June; this will have a positive impact on group results for the full financial year.
- It would appear that financial services companies are being seen in a more favourable light.
- The gap between the investment performance of Metropolitan Asset Managers and that of its competitors has narrowed in the most recent short-term ratings.

CU amalgamation

- Approval of the CU amalgamation proposals, as published in a SENS announcement on 30 August 2004, was granted by the Financial Services Board on 9 November 2004.
- We estimate that the group embedded value will be some R140 million higher as a direct result of the amalgamation of the ring-fenced 90:10 fund. Shareholders are, however, reminded that R40 million of this amount has already been recognised in the disclosed group embedded value.
- The group has also gained via operational benefits resulting from further integration of the ex CU Life policies with Metropolitan Life as well as from a less conservative approach to valuing the 90:10 fund. This has resulted in an additional estimated group embedded value increase of R100 million.
- The effective date of the amalgamation is 1 January 2004.

Costs

- Cost containment initiatives remain on track, with the target of 0% growth still attainable in spite of the exceptionally strong new business growth.

Business partnership with Kagiso

- The purchase price of R540 million was received and the 76 million shares were issued on 1 October.
- The KTI appointed directors are already making a meaningful contribution to board deliberations.

Prospects

- New business production in the fourth quarter of 2003 was unusually good and it is unlikely that the same rate of growth will be achieved in the fourth quarter of 2004, or that the exceptional increase in year-to-date production will be maintained.
- The economic environment in which the group operates, namely the lower end of the market, is still experiencing growth in disposable income.
- We remain optimistic that the strategies we have adopted and are implementing on an ongoing basis will continue to pay dividends, leading to overall improvements in group profitability and growth.

end



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17 November 2004

2004 NOV 23 P 12:00

Securities and Exchange Commission
 Division of Corporation Finance
 Office of International Corporate Finance
 450 Fifth Street, N.W.
 Washington, D.C. 20549

Dear Sir or Madam

Metropolitan Holdings Limited

Rule 12g3-2(b) exemption number: 82-34755
 Form – F6 registration number: 333-111300
 CUSIP number: 592144109

Application for listing: Metropolitan Holdings Ltd Staff Share Purchase Scheme

Due to the volume of documentation submitted to the JSE Securities Exchange South Africa and the Namibian Stock Exchange, the application dates, date on which listing was granted and number of shares have been listed and the approval letters from the abovementioned exchanges attached.

Application date	Date of listing granted	Number of shares
8 January 2004	20 January 2004	41 000
4 February 2004	17 February 2004	35 000
20 February 2004	24 February 2004	29 000
1 March 2004	8 March 2004	202 100
25 March 2004	31 March 2004	7 600
5 April 2004	15 April 2004	6 400
20 April 2004	22 April 2004	23 300
30 April 2004	5 May 2004	64 700
24 May 2004	31 May 2004	7 000
26 May 2004	26 May 2004	11 900
4 June 2004	11 June 2004	4 600
8 July 2004	20 July 2004	38 000
17 July 2004	2 August 2004	16 000
3 August 2004	5 August 2004	35 700
24 August 2004	27 August 2004	8 000
7 September 2004	13 September 2004	50 000
16 September 2004	21 September 2004	766 000

METROPOLITAN HOLDINGS LTD

PO BOX 2212 BELLVILLE 7535. TEL [021] 940-5911. FAX [021] 940-5730. WEBSITE www.metropolitan.co.za

DIRECTORS: MRS GT SEROBE [CHAIRMAN], PR DOYLE [GROUP CHIEF EXECUTIVE], AM SITHOLE [EXECUTIVE], PE SPECKMANN [FINANCE DIRECTOR], NZ BUTHELEZI, MRS I CHARNLEY, PROF WP ESTERHUYSE, PC LAMPRECHT, E MOLOBI, SA MULLER, JE NEWBURY, JJ NJEKE, A SANGQU [ALTERNATE], ML SMITH, DR FA SONN, JC VAN REENEN
 COMPANY SECRETARY: B GOBODO-MBOMVU

REG NO 2000/031756/06

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CORPORATE FINANCE


SECURITIES EXCHANGE
SOUTH AFRICA

One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

22 October 2004
REF: MR/jvdm/12656

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 20 October 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Monday, 25 October 2004 in respect of 292 100 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R636-70 divided into 636 704 911 ordinary shares of 0,0001 cent each.

A balance of R9 863 819 428-79 has been brought forward from your previous application dated 8 October 2004. The issue price of the shares which are the subject of this application is R2 062 070-00 which leaves a balance of R9 861 757 358-79 to your credit for any future applications.

Yours faithfully



**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

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2004 NOV 23 P 12:00

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

13 October 2004
REF: MR/tm/12565

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 8 October 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 14 October 2004 in respect of 453 100 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R636-41 divided into 636 412 811 ordinary shares of 0,0001 cent each.

A balance of R9 867 319 471-79 has been brought forward from your previous application dated 23 September 2004. The issue price of the shares which are the subject of this application is R3 500 043-00 which leaves a balance of R9 863 819 428-79 to your credit for any future applications.

Yours faithfully

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

B. Goboda-Mbomvu
Metropolitan
PO Box 2212
Bellville 7530
Republic of South Africa

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2004 NOV 23 P 12:00
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

2 November 2004

Dear Sir/Madam

Application for listing: Metropolitan Staff Share Purchase Trust

Your listing applications dated 23 September and 8 October 2004 refer.

The application for the listing of 15 000 and 453 100 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as N\$ 1 000 000 000 and the listed ordinary share capital is now 636 412 811 ordinary shares of 1 cent each.

Yours faithfully.



.....
Margot-Antoinette Gebhardt
Listings Department.

Date	Number of Shares	Average Price	Capital Raised	Total Shares	Remark	Listing Fee	Invoice Number	Cumulative fee
01-Mar-04	202,100	6.78	1,369,713.00	677,707,611	share incentive scheme	800.00		800.00
17-Mar-04	18,200	7.00	127,400.00	677,725,811	share incentive scheme	100.00		900.00
25-Mar-04	7,600	7.00	53,200.00	677,733,411	share incentive scheme	-		900.00
05-Apr-04	6,400	6.53	41,792.00	677,739,811	share incentive scheme	-		900.00
06-Apr-04	35,376,184			642,363,627	delisting share			900.00
20-Apr-04	23,300	6.60	153,700.00	642,386,927	share incentive scheme	100.00		1,000.00
30-Apr-04	64,700	6.53	422,491.00	642,451,627	share incentive scheme	300.00		1,300.00
24-May-04	7,000	7.00	49,000.00	635,080,625	share incentive scheme	-		1,300.00
26-May-04	11,900	6.92	82,360.00	635,099,525	share incentive scheme	-		1,300.00
04-Jun-04	4,600	6.53	30,038.00	635,104,125	share incentive scheme	-		1,300.00
08-Jul-04	38,000	6.53	248,140.00	635,142,125	share incentive scheme	100.00		1,400.00
27-Jul-04	16,000	6.53	104,480.00	635,158,125	share incentive scheme	100.00		1,500.00
3-Aug-04	35,700	6.53	233,121.00	635,193,825	share incentive scheme	100.00		1,600.00
24-Aug-04	8,000	6.53	52,240.00	635,201,825	share incentive scheme	-		1,600.00
7-Sep-04	50,000	7.33	366,500.00	635,251,825	share incentive scheme	200.00		1,800.00
16-Sep-04	766,000	7.60	5,819,265.00	636,017,825	share incentive scheme	3,500.00		5,300.00
20-Sep-04	73,114			635,944,711	delisting share			5,300.00
23-Sep-04	15,000	7.27	109,050.00	635,959,711	share incentive scheme	100.00		5,400.00
08-Oct-04	453,100	7.72	3,500,043.00	636,412,811	share incentive scheme	2,100.00		7,500.00

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2004 NOV 23 P 12: 00

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa,
Telephone: (2711) 520 7000
Web: www.jse.co.za

1 October 2004
REF: JVDM/jvdm/12457

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 23 September 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Monday, 4 October 2004 in respect of 15 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-96 divided into 635 957 200 ordinary shares of 0,0001 cent each.

A balance of R9 867 428 521-79 has been brought forward from your previous application dated 16 September 2004. The issue price of the shares which are the subject of this application is R109 050-00 which leaves a balance of R9 867 319 471-79 to your credit for any future applications.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel'. The signature is written in a cursive, flowing style.

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

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2004 NOV 23 P 12:00

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



SECURITIES EXCHANGE
SOUTH AFRICA

One Exchange Square,
Gwen Lane, Sandown.
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

17 September 2004
REF: MR/jvdm/12333

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 16 September 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Tuesday, 21 September 2004 in respect of 766 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R636-02 divided into 636 017 825 ordinary shares of 0,0001 cent each.

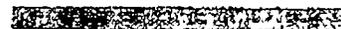
A balance of R9 873 217 786-79 has been brought forward from your previous application dated 7 September 2004. The issue price of the shares which are the subject of this application is R5 789 265-00 which leaves a balance of R9 867 428 521-79 to your credit for any future applications.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel', is written over a light blue horizontal line.

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis



B. Goboda-Mbomvu
Metropolitan
PO Box 2212
Belville 7530
Republic of South Africa

18 October 2004

Dear Sir/Madam

Application for listing: Metropolitan Staff Share Purchase Trust

Your listing applications dated 16 September 2004 refer.

The application for the listing of 766 000 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

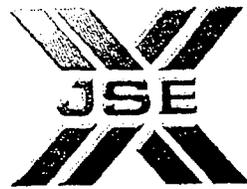
Our records now reflect the authorised share capital of your company as N\$ 1 000 000 000 and the listed ordinary share capital is now 636 017 825 ordinary shares of 1 cent each.

Yours faithfully.



.....
Margot-Antoinette Gebhardt
Listings Department.

Date	Number of Shares	Average Price	Capital Raised	Total Shares	Remark	Listing Fee	Invoice Number	Cumulative fee
		Fee for the year ending 28/2/2004					2543	8,750.54
01-Mar-04	202,100	6.78	1,369,713.00	677,707,611	share incentive scheme	800.00		800.00
17-Mar-04	18,200	7.00	127,400.00	677,725,811	share incentive scheme	100.00		900.00
25-Mar-04	7,600	7.00	53,200.00	677,733,411	share incentive scheme	-		900.00
05-Apr-04	6,400	6.53	41,792.00	677,739,811	share incentive scheme	-		900.00
06-Apr-04	-35,376,184			642,363,627	delisting share	-		900.00
20-Apr-04	23,300	6.60	153,700.00	642,386,927	share incentive scheme	100.00		1,000.00
30-Apr-04	64,700	6.53	422,491.00	642,451,627	share incentive scheme	300.00		1,300.00
	-7,371,002			635,080,625	share incentive scheme	-		
24-May-04	7,000	7.00	49,000.00	635,087,625	share incentive scheme	-		1,300.00
26-May-04	11,900	6.92	82,360.00	635,099,525	share incentive scheme	-		1,300.00
04-Jun-04	4,600	6.53	30,038.00	635,104,125	share incentive scheme	-		1,300.00
08-Jul-04	38,000	6.53	248,140.00	635,142,125	share incentive scheme	100.00		1,400.00
27-Jul-04	16,000	6.53	104,480.00	635,158,125	share incentive scheme	100.00		1,500.00
3-Aug-04	35,700	6.53	233,121.00	635,193,825	share incentive scheme	100.00		1,600.00
24-Aug-04	8,000	6.53	52,240.00	635,201,825	share incentive scheme	-		1,600.00
7-Sep-04	50,000	7.33	366,500.00	635,251,825	share incentive scheme	200.00		1,800.00
16-Sep-04	766,000	7.56	5,789,265.00	636,017,825	share incentive scheme	3,500.00		5,300.00



SECURITIES EXCHANGE
SOUTH AFRICA

One Exchange Square,
Gwen Lane, Sandown.
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

10 September 2004
REF: MR/tm/12233

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 7 September 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Monday, 13 September 2004 in respect of 50 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-25 divided into 635 251 825 ordinary shares of 0,0001 cent each.

A balance of R9 873 584 286-79 has been brought forward from your previous application dated 24 August 2004. The issue price of the shares which are the subject of this application is R366 500-00 which leaves a balance of R9 873 217 786-79 to your credit for any future applications.

Yours faithfully

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

B. Goboda-Mbomvu
Metropolitan
PO Box 2212
Belville 7530
Republic of South Africa

RECEIVED
2004 NOV 23 P 12:00
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

22 September 2004

Dear Sir/Madam

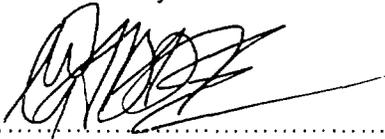
Application for listing: Metropolitan Staff Share Purchase Trust

Your listing applications dated 24 August and 7 September 2004 refer.

The application for the listing of 8 000 and 50 000 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as N\$ 1 000 000 000 and the listed ordinary share capital is now 635 251 825 ordinary shares of 1 cent each.

Yours faithfully.



.....
Margot-Antoinette Gebhardt
Listings Department.

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2004 NOV 23 P 12:00

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

26 August 2004
REF: MR/tm/12135

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 24 August 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Friday, 27 August 2004 in respect of 8 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-20 divided into 635 201 825 ordinary shares of 0,0001 cent each.

A balance of R9 873 636 526-79 has been brought forward from your previous application dated 3 August 2004. The issue price of the shares which are the subject of this application is R52 240-00 which leaves a balance of R9 873 584 286-79 to your credit for any future applications.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel'. The signature is written in a cursive, flowing style.

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

RECEIVED

2004 NOV 23 P 12:00

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

4 August 2004
REF: MR/jvdm/11993

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 3 August 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 5 August 2004 in respect of 35 700 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-19 divided into 635 193 825 ordinary shares of 0,0001 cent each.

A balance of R9 873 869 647-79 has been brought forward from your previous application dated 17 July 2004. The issue price of the shares which are the subject of this application is R233 121-00 which leaves a balance of R9 873 636 526-79 to your credit for any future applications.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel'. The signature is written in a cursive, flowing style.

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

B. Goboda-Mbomvu
Metropolitan
PO Box 2212
Belville 7530
Republic of South Africa

RECEIVED
2004 NOV 23 P 12:00
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

24 May 2004

Dear Sir/Madam

Application for listing: Metropolitan Staff Share Purchase Trust

Your listing applications dated 8 July, 27 July and 3 August 2004 refer.

The application for the listing of 38 000, 16 000 and 35 700 ordinary shares respectively in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as N\$1 000 000 000 and the listed ordinary share capital is now 635 193 825 ordinary shares of 1 cent each.

Yours faithfully.



Margot-Antoinette Gebhardt
Listings Department.

Handwritten initials or mark on the right side of the page.

30 July 2004
REF: MR/jvdm/11967

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE SCHEME

Your application for listing dated 17 July 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Monday, 2 August 2004 in respect of 16 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-16 divided into 635 158 125 ordinary shares of 0,0001 cent each.

A balance of R9 873 974 127-79 has been brought forward from your previous application dated 8 July 2004. The issue price of the shares which are the subject of this application is R104 480-00 which leaves a balance of R9 873 869 647-79 to your credit for any future applications.

Yours faithfully



**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

19 July 2004
REF: MR/tm/11903

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE SCHEME

Your application for listing dated 8 July 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Tuesday, 20 July 2004 in respect of 38 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-14 divided into 635 142 125 ordinary shares of 0,0001 cent each.

A balance of R9 874 222 267-79 has been brought forward from your previous application dated 4 June 2004. The issue price of the shares which are the subject of this application is R248 140-00 which leaves a balance of R9 873 974 127-79 to your credit for any future applications.

Yours faithfully



D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Pat Egan

RECEIVED

2004 NOV 23 P 12:00

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

10 June 2004
REF: MR/tm/11636

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE SCHEME

Your application for listing dated 4 June 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Friday, 11 June 2004 in respect of 4 600 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-10 divided into 535 104 125 ordinary shares of 0,0001 cent each.

A balance of R9 874 252 305-79 has been brought forward from your previous application dated 26 May 2004. The issue price of the shares which are the subject of this application is R30 038-00 which leaves a balance of R9 874 222 267-79 to your credit for any future applications.

Yours faithfully

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

B. Goboda-Mbomvu
Metropolitan
PO Box 2212
Belville 7530
Republic of South Africa

29 June 2004

Dear Sir/Madam

Application for listing: Metropolitan Staff Share Purchase Trust

Your listing application dated the 10th of June 2004 refers.

The application for the listing of 4 600 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as NS\$ 1 000 000 000 and the listed ordinary share capital is now 635 104 125 ordinary shares of 1 cent each.

Yours faithfully,



.....
Margot-Antoinette Gebhardt
Listings Department.



3 June 2004
REF: MR/jvdm/11560

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE SCHEME

Your application for listing dated 26 May 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Friday, 26 May 2004 in respect of 11 900 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-10 divided into 635 099 525 ordinary shares of 0,0001 cent each.

A balance of R9 874 334 665-79 has been brought forward from your previous application dated 24 May 2004. The issue price of the shares which are the subject of this application is R82 360-00 which leaves a balance of R9 874 252 305-79 to your credit for any future applications.

Yours faithfully



**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

Mr T Murray
Metropolitan Holdings Limited
PO Box 2212
Bellville, 7530
Republic of South Africa

21 June 2004

Dear Sir/Madam

Application for listing :Metropolitan Staff Share Purchase Scheme

Your listing applications dated 24 May and 26 May 2004 refer.

The application for the listing of 7 000 and 11 900 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

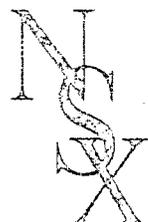
Our records now reflect the authorised share capital of your company as NS 1000 000 000.00 and the listed ordinary share capital is now 635 099 525 ordinary shares of 0.0001 cents each.

The listings fee for these applications is gratis.

Yours faithfully.



.....
Margot-Antoinette Gebhardt
Listings Department.



28 May 2004
REF: MR/tm/11489

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE SCHEME

Your application for listing dated 24 May 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Monday, 31 May 2004 in respect of 7 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R635-08 divided into 635 087 625 ordinary shares of 0,0001 cent each.

A balance of R9 874 383 665-79 has been brought forward from your previous application dated 30 April 2004. The issue price of the shares which are the subject of this application is R49 000-00 which leaves a balance of R9 874 334 665-79 to your credit for any future applications.

Yours faithfully



D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

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2004 NOV 23 P 12:00
OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

4 May 2004
REF: MR/jvdm/11323

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 30 April 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Wednesday, 5 May 2004 in respect of 64 700 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R642-45 divided into 642 451 627 ordinary shares of 0,0001 cent each.

A balance of R9 874 806 156-79 has been brought forward from your previous application dated 20 April 2004. The issue price of the shares which are the subject of this application is R422 491-00 which leaves a balance of R9 874 383 665-79 to your credit for any future applications.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel'. The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

G Gobodo-Mbomvu
Metropolitan Holdings Limited
PO Box 2212
Bellville 7535
Republic of South Africa

28 May 2004

Dear Sir/Madam

Application for listing: Metropolitan Holdings Ltd: Share Staff Purchase Scheme

Your listing application dated 30 April 2004 refers.

The application for the listing of 64 700 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as NS\$ 1 000 000 000 and the listed ordinary share capital is now 642 451 627 ordinary shares of 1 cent each.

Yours faithfully,



.....
Margot-Antoinette Gebhardt
Listings Department.



21 April 2004
REF: ADB/jvdm/11248

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 20 April 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 22 April 2004 in respect of 23 300 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R642-39 divided into 642 386 927 ordinary shares of 0,0001 cent each.

A balance of R9 874 959 856-79 has been brought forward from your previous application dated 5 April 2004. The issue price of the shares which are the subject of this application is R153 700-00 which leaves a balance of R9 874 806 156-79 to your credit for any future applications.

Yours faithfully



D.M. DOËL : GENERAL MANAGER
LISTINGS DIVISION

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

B. Goboda-Mbomvu
Metropolitan
PO Box 2212
Belville 7530
Republic of South Africa

24 May 2004

Dear Sir/Madam

Application for listing: Metropolitan Staff Share Purchase Trust

Your listing application dated the 20th of April 2004 refers.

The application for the listing of 23 300 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as N\$ 1 000 000 000 and the listed ordinary share capital is now 642 386 927 ordinary shares of 1 cent each.

Yours faithfully.



.....
Margot-Antoinette Gebhardt
Listings Department.



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2004 NOV 23 P 12:00

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



One Exchange Square,
Gwen Lane, Sandown,
Private Bag X991174,
Sandton, 2146, South Africa.
Telephone: (2711) 520 7000
Web: www.jse.co.za

13 April 2004
REF: MR/tm/11204

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 5 April 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Thursday, 15 April 2004 in respect of 6 400 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R677-73 divided into 677 739 811 ordinary shares of 0,0001 cent each.

A balance of R9 875 001 648-79 has been brought forward from your previous application dated 25 March 2004. The issue price of the shares which are the subject of this application is R41 792-00 which leaves a balance of R9 874 959 856-79 to your credit for any future applications.

Yours faithfully

A handwritten signature in black ink, appearing to read 'D.M. Doel'. The signature is fluid and cursive, written over a light blue horizontal line.

**D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION**

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

B. Goboda-Mbomvu
Metropolitan
PO Box 2212
Belville 7530
Republic of South Africa

24 May 2004

Dear Sir/Madam

Application for listing: Metropolitan Staff Share Purchase Trust

Your listing application dated the 5th of April 2004 refers.

The application for the listing of 6 400 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as N\$ 1 000 000 000 and the listed ordinary share capital is now 677 739 811 ordinary shares of 1 cent each.

Yours faithfully,



.....
Margot-Antoinette Gebhardt
Listings Department.



30 March 2004
REF: MR/tm/11080

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 25 March 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Wednesday, 31 March 2004 in respect of 7 600 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R677-73 divided into 677 733 411 ordinary shares of 0,0001 cent each.

A balance of R9 875 054 848-79 has been brought forward from your previous application dated 17 March 2004. The issue price of the shares which are the subject of this application is R53 200-00 which leaves a balance of R9 875 001 648-79 to your credit for any future applications.

Yours faithfully



D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

Mr T Murray
Metropolitan Holdings Limited
PO Box 2212
Bellville, 7530
Republic of South Africa

7 May 2004

Dear Sir/Madam

Application for listing: Metropolitan Staff Share Purchase Scheme

Your listing applications dated 17 March and 25 March 2004 refer.

The application for the listing of 18 200 and 7 600 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as NS\$ 1 000 000 000 and the listed ordinary share capital is now 677 733 411 ordinary shares of 0.0001 cents each.

Yours faithfully,



.....
Margot-Antoinette Gebhardt
Listings Department.

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2004 NOV 23 P 12:00
OFFICE OF INVESTMENT
CORPORATE SERVICES



5 March 2004
REF: MR/tm/10908

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 1 March 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Monday, 8 March 2004 in respect of 202 100 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R677-70 divided into 677 707 611 ordinary shares of 0,0001 cent each.

A balance of R9 876 551 961-79 has been brought forward from your previous application dated 20 February 2004. The issue price of the shares which are the subject of this application is R1 369 713-00 which leaves a balance of R9 875 182 248-79 to your credit for any future applications.

Yours faithfully



D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

7 April 2004

Mr T Murray
Metropolitan Holdings Limited
PO Box 2212
Bellville, 7530
Republic of South Africa

Dear Sir

Application for additional listing of 202 100 shares in terms of share options scheme.

Your listing application dated 1st of April 2004 refers.

The application for the listing of 202 100 ordinary in terms of the company's share incentive scheme has been approved and processed.

The NSX, in respect of share incentive and share option schemes, automatically grants a block listing (being an application for a total monetary value of securities to be listed in future) for securities issued in terms of these schemes. The listing fee will be calculated in accordance with the sliding scale detailed in paragraph 17.1 (a) of the listings requirements.

However, the maximum fee payable in terms of the NSX Block listings scheme is N\$ 30 000.00.

This is payable when the annual accumulated fee reaches N\$ 30 000 or at the end of February of the following year, whichever event occurs first.

After processing the application our records reflect the authorised share capital of your company as N\$ 1 000 000 000.00 and the listed ordinary share capital is N\$ 677 707 611 divided into 677.71 ordinary shares of 0.0001 cents each.

If you have any queries regarding the above, please do not hesitate to contact writer hereof on telephone number (+26461) 227647 or (+264811 288 470)
Yours faithfully,



.....
Margot-Antoinette Gebhardt
Listings Department.



23 February 2004
REF: ADB/jvdm/10812

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 20 February 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Tuesday, 24 February 2004 in respect of 29 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R677-50 divided into 677 505 511 ordinary shares of 0,0001 cent each.

A balance of R9 876 738 531-79 has been brought forward from your previous application dated 4 February 2004. The issue price of the shares which are the subject of this application is R186 570-00 which leaves a balance of R9 876 551 961-79 to your credit for any future applications.

Yours faithfully



D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION

cc. Merrill Lynch SA (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

Mr T Murray
Metropolitan Holdings Limited
PO Box 2212
Bellville, 7530
Republic of South Africa

10 March 2004

Dear Sir/Madam

Application for listing :Metropolitan Staff Share Purchase Scheme

Your listing application dated 20 February 2004 refers.

The application for the listing of 29 000 ordinary shares in terms of your share incentive/option scheme has been approved and processed.

Our records now reflect the authorised share capital of your company as N\$ 1000 000 000.00 and the listed ordinary share capital is now N\$ 677 505 511 divided into 677 51 ordinary shares of 0.0001 cents each.

The listings fee for this application is N\$ 300.00 and shall be debited to your Block Listing Scheme 2003-2004. We are currently in the process of ascertaining your block listing fees and shall revert as soon as possible.

Yours faithfully.


.....
Margot-Antoinette Gebhardt
Listings Department.



16 February 2004
REF: MR/tm/10744

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: SHARE PURCHASE TRUST

Your application for listing dated 4 February 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Tuesday, 17 February 2004 in respect of 35 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R677-47 divided into 677 476 511 ordinary shares of 0,0001 cent each.

A balance of R9 876 960 081-79 has been brought forward from your previous application dated 8 January 2004. The issue price of the shares which are the subject of this application is R221 550-00 which leaves a balance of R9 876 738 531-79 to your credit for any future applications.

Yours faithfully



D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION

cc. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

FAX TO: Tyrell Murray
COMPANY: Metropolitan PAGE: 1 OF: 2
FAX NO: +264 946 5730 DATE: 29/02/04
FROM: Margot Antoinette 8227647
COMPANY: NSX PHONE NO: 061-224657
FAX NO: 248531  FAX PAD 7551

29 February 2004

Company Secretary
Metropolitan Holdings limited
PO Box 2212
Bellville, 7535
RSA

Dear Sir / Madam

Re : Application for Listing: Metropolitan Staff Share Purchase Scheme

Your listing application received by us on 27 February 2004 dated 4 February 2004 has reference.

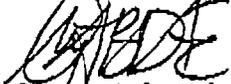
Please be advised that the application for 35 000 ordinary shares in terms of the groups staff share purchase scheme has been approved and processed.

Our records now reflect the authorised ordinary share capital of your company as N\$1000.00 and the listed ordinary share capital as N\$677.476.511 divided into N\$677.48 ordinary shares of 0.0001 cents each.

The listing fee for this application is N\$300 which shall be added to your NSX block listing fees.

We regret we are unable to inform as to where your block listing scheme stands due to an admin oversight we are in the process of finalising the calculations and will revert to you forthwith

Yours faithfully



Margot-Antoinette Gebhardt
Listings Department.

P.O. Box 2401, Windhoek, Namibia • Tel. (+364 61) 227647, Fax (+364 61) 248531
e-mail: info@nsx.com.na Web: <http://www.nsx.com.na>



19 January 2004
REF: MR/mr/10570

The Company Secretary
Metropolitan Holdings Limited
P O Box 2212
BELLVILLE
7535

Dear Sir

ADDITIONAL SHARES: STAFF SHARE PURCHASE SCHEME

Your application for listing dated 8 January 2004 refers.

In reply, we advise that subject to the Rules and Regulations of this Exchange now or hereafter in force, an additional listing has been granted from Tuesday, 20 January 2004 in respect of 41 000 ordinary shares of 0,0001 cent each.

Our records reflect the authorised ordinary share capital of your company as R1 000-00 and will be amended to show the listed ordinary share capital as R677-44 divided into 677 441 511 ordinary shares of 0,0001 cent each.

A balance of R9 877 099 981-79 has been brought forward from your previous application dated 10 November 2003. The issue price of the shares which are the subject of this application is R139 900-00 which leaves a balance of R9 876 960 081-79 to your credit for any future applications.

Yours faithfully



D.M. DOEL : GENERAL MANAGER
LISTINGS DIVISION

CC. Merrill Lynch South Africa (Pty) Limited
Attention : Paris Aposporis

NAMIBIAN STOCK EXCHANGE

11 February 2004

Company Secretary
Metropolitan Holdings limited
PO Box 2212
Bellville, 7535
RSA

Dear Madam

Re: Additional Listing Application:

Your listing application received by us on 11 February 2004 dated 8 January 2004 has reference.

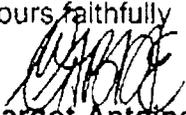
Please be advised that the application for 41 000 ordinary shares in terms of the groups staff share purchase scheme has been approved and processed. We have notified the JSE to update our records accordingly.

Our records now reflect the authorised ordinary share capital of your company as N\$1000.00 and the listed ordinary share capital as N\$677.441.511 divided into N\$677.44 ordinary shares of 0.0001 cents each.

The listing fee for this application is N\$300 which shall be added to your NSX block listing fees.

We regret we are unable to inform as to where your block listing scheme stands due to an admin oversight we are in the process of finalising the calculations and will revert to you forthwith

Yours faithfully


Margot-Antoinette Gebhardt
Listings Department.

P.O. Box 2401, Windhoek, Namibia • Tel. (+264 61) 227647, Fax (+264 61) 248531
e-mail: info@nsx.com.na Web: <http://www.nsx.com.na>

