ING

ING Australia Holdings Limited
ACN 008 459 596

GPO Box 3938 Sydney 2001
DX 10110 S.S.E.

347 Kent Street
Sydney NSW 2000

Telephone (02) 9234 8111
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Company	Sydney Stock Exchange
Facsimile Number	1900 999 279
Attention	Manager Companies
cc:	
From	Steve Rouvray
Date	10 January 2007
Number of pages including this page	
If all pages are not received please telephone	02 9234 8401
Subject	**FORM 604**

Dear Sir

Attached please find Form 604 change in interests or entitlements of Substantial Shareholder in relation to Austbrokers Holdings Limited.

Yours faithfully

S.S. Rouvray
Secretary

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	Austbrokers Holdings Limited
ACN/ARSN	ACN 000 000 715

1. Details of substantial holder (1)

Name	ING Groep N.V. and its controlled entities set out in Annexure A ("ING Group").
ACN/ARSN (if applicable)	Refer to Annexure A

There was a change in the interests of the substantial holder on	10 / 01 / 07
The previous notice was given to the company on	17 / 11 / 05
The previous notice was dated	17 / 11 / 05

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	7,000,000	14%	4,544,201	9.06%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10/01/07	ING Group	Transfer of 2,650,000 shares from NNA Pty Ltd pursuant to offers made by NNA Pty Ltd pursuant to the bonus share plan, details of which were set out in section 10.10 of Austbrokers' IPO prospectus dated 30 September 2005.	$0.10 per share in accordance with the pro-forma offer document attached in Annexure B.	2,650,000 ordinary shares	2,650,000
Refer to Annexure C	Refer to Annexure C	Refer to Annexure C	Refer to Annexure C	Refer to Annexure C	Refer to Annexure C

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
NNA Pty Limited and other members of the ING Group.	NNA Pty Limited	NNA Pty Limited	NNA Pty Limited has beneficial ownership in the shares.	2,350,000 fully paid ordinary shares	4.69%

NNA Pty Limited and other members of the ING Group.	ANZ Nominees Limited	ANZ Managed Investments Limited as responsible entity and ING Funds Management Limited as responsible entity ("INGFML")	ANZ Managed Investments Limited as responsible entity and INGFML have beneficial ownership in the shares.	2,194,201 fully paid ordinary shares	4.38%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
ING Group	Refer to Annexure A

Signature

print name GERRI BITTI capacity SECRETARY

sign here date 10 / 01 / 07

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A"

This is the annexure marked "A" of 4 pages referred to in form 604 ("Notice of change of interests of substantial holder") signed by me and dated 10 January 2007.

Date:......10 January 2007..

Signature:..

Name: Gerri Bitti

COMPANY NAME		ACN
ING GROEP NV and its controlled entities including the following companies:	Note 1	
ING VERZEKERGINGEN NV	Note 1	
ING INSURANCE INTERNATIONAL BV	Note 1	
ING BANK NV	Note 1	
ING BANK (AUSTRALIA) LIMITED	Note 3	000 893 292
ING AUSTRALIA HOLDINGS LIMITED and controlled entities listed below.	Note 2	008 459 596
52 PHILLIP STREET PTY LTD		000 197 455
ABIFORM PTY LIMITED		003 981 771
ADVICE FINANCIAL SOLUTIONS PTY LIMITED		098 970 800
ADVICE FOR LIFE PTY LTD		070 195 274
ADVISER LENDING SERVICES PTY LIMITED		009 860 057
ADVISOR INVESTMENT SERVICES LIMITED		009 585 255
AMFAS PTY LIMITED		005 720 427
ANZ INSAGE PTY LIMITED		099 665 648
ANZ LIFE ASSURANCE COMPANY LIMITED		008 425 652
ANZ MANAGED INVESTMENTS LIMITED		004 392 269
ARMSTRONG JONES LIFE ASSURANCE PTY LIMITED		004 885 849
ATHELAS PTY LIMITED		008 638 622
AUSTPLANNERS ASSET MANAGEMENT PTY LIMITED		005 757 817
AUSTRALIAN COMMUNITY INSURANCE PTY LIMITED		003 243 589
AUSTRALIAN GENERAL INSURANCE PTY LIMITED		006 007 334
AUSTSERVICES PTY LIMITED		059 421 304
AUSVEST PORTFOLIO SERVICE PTY LIMITED		003 318 312
BLEAKLEYS LIMITED		002 102 356
DE RUN SECURITIES PTY LTD		084 086 984

COMPANY NAME	ACN
FING SERVICES PTY LIMITED	116 112 031
FINANCIAL FACTS PTY LTD	006 501 293
FINANCIAL INVESTMENT NETWORK GROUP PTY LIMITED	003 790 609
FINANCIAL PLANNING HOTLINE PTY LIMITED	000 895 269
INDUSTRY RETIREMENT PTY LIMITED	004 585 086
ING ADMINISTRATION PTY LIMITED	008 947 831
ING AUSTRALIA LIMITED	000 000 779
ING CORPORATE SERVICES PTY LIMITED	008 646 277
ING CUSTODIANS PTY LIMITED	008 508 496
ING FINANCIAL PLANNING PTY LTD	003 318 330
ING FUNDS MANAGEMENT LIMITED	003 002 800
ING GENERAL INSURANCE PTY LIMITED	072 892 365
ING INVESTMENT MANAGEMENT LIMITED	003 731 959
ING LIFE AUSTRALIA HOLDINGS PTY LIMITED	099 145 552
ING LIFE LIMITED	009 657 176
ING PRIVATE CAPITAL PTY LIMITED	009 206 857
INSURANCE BROKER HOTLINE PTY LTD	076 731 514
INTEGRATED NETWORKS PTY LIMITED	003 319 319
LYNX FINANCIAL SERVICES PTY LTD	004 937 704
M.A.F.G. PTY LIMITED	000 003 823
MERCANTILE MUTUAL FINANCIAL SERVICES PTY LIMITED	000 006 057
MERCANTILE MUTUAL INSURANCE EQUITIES PTY LIMITED	001 160 809
MILLENNIUM3 CONSULTING SERVICES PTY LTD	089 579 304
MILLENNIUM3 FINANCIAL PLANNING ADMINISTRATION PTY LTD	094 479 179
MILLENNIUM3 FINANCIAL SERVICES PTY LTD	094 529 987
MILLENNIUM3 PROFESSIONAL SERVICES PTY LTD	089 579 322
MML PROPERTIES PTY LIMITED	005 403 841
NNA PTY LIMITED	061 787 853
OPTIMIX INVESTMENT MANAGEMENT LIMITED	006 790 629
PACIFIC MUTUAL AUSTRALIA PTY LIMITED	009 093 109
PARTNERSHIP PLANNING BROKER SERVICES LIMITED	000 574 970

COMPANY NAME	ACN
PARTNERSHIP PLANNING LIMITED	009 554 189
POSTBANK AUSTRALIA PTY LIMITED	008 647 185
PROSAFE INVESTMENTS PTY LIMITED	000 585 491
RETIREINVEST (NO. 3) PTY LIMITED	002 920 541
RETIREINVEST BRISBANE CITY PTY LIMITED	100 304 354
RETIREINVEST NOWRA PTY LIMITED	102 585 053
RETIREINVEST PTY LIMITED	001 774 125
RETIREINVEST SUBIACO PTY LIMITED	102 415 814
RI BENTLEIGH PTY LIMITED	113 855 520
RI CENTRAL COAST PTY LIMITED	105 039 647
RI DANDENONG PTY LIMITED	114 152 519
RI GOLD COAST PTY LIMITED	105 039 629
RI KEW PTY LTD	105 930 658
RI MAROOCHYDORE PTY LIMITED	114 152 500
RI MOONEE PONDS PTY LTD	104 933 217
RI MORISSET PTY LIMITED	105 039 656
RI NEWCASTLE PTY LIMITED	114 176 162
RI SHEPPARTON PTY LIMITED	106 444 080
RI ROCKHAMPTON & GLADSTONE PTY LIMITED	104 125 895
RI TOWNSVILLE PTY LTD	099 127 321
SUPER CONCEPTS PTY LTD	007 437 907
SUPER SOLUTIONS PTY LTD	002 966 341
SYNERGY ADVISORY SERVICES PTY LTD	068 908 878
SYNERGY CONSOLIDATED PTY LIMITED	083 107 644
TANDEM FINANCIAL ADVICE LIMITED	006 226 777
UNION INVESTMENT COMPANY PTY LIMITED	004 084 879
VANDENBERGH FINANCIAL SERVICES PTY LIMITED	098 970 800
VENTURE CAPITAL PARTNERS (NOMINEES NO. 1) PTY LIMITED	082 834 900
VENTURE CAPITAL PARTNERS PTY LIMITED	079 575 689
WISE FINANCIAL SERVICES PTY LTD	003 608 268
Note 1. Address: ING House Amstelneenseweg 500 1081 KL Amsterdam, The Netherlands	

COMPANY NAME	ACN
Note 2. Address: 347 Kent Street, Sydney NSW 2000	
Note 3. Address: Level 14, 140 Sussex Street, Sydney NSW 2000	

ANNEXURE B

This is the Annexure marked "B " of 3 pages referred to in Form 604 ("Notice of change of interests of a substantial holder") signed by me and dated 10 January 2007.

Date:.........10 January 2007..

Signature:..

Name: Gerri Bitti

NNA BONUS SHARE PLAN OFFER

Co-owner Name:		**Co-owner Address:**	
Number and Type of Shares Offered:	[ ] fully paid ordinary shares in Austbrokers Holdings Limited ABN 60 000 000 715 (the **"Company"** or **"Austbrokers"**)	**Offer Price Per Share:**	$0.10
Name of Nominee/s:		**Address of Nominees:**	
Number of Shares Applied for:		**Total Purchase Price Payable:**	
Transferee Tax File Number:			

1. The Offer

NNA Pty Limited ACN 061 787 853 (**"NNA"**) offers to sell you or your nominee/s the number of fully paid ordinary shares in the Company set out in the table above (**"the Entitlement"**). The shares the subject of this Offer are existing fully paid ordinary shares in Austbrokers which are quoted on the official list of the ASX. NNA is a wholly owned subsidiary of ING Australia Holdings Limited, and has voting power of 10% in the Company.

This Offer is made to you or your nominee/s in accordance with the deed poll dated 30 September 2005 referred to on page 81 of the Company's 2005 IPO Prospectus.

No Offers will be made to persons residing in countries outside Australia or to, or for the account or benefit of, any non-Australian resident. If you or your nominee/s apply for Shares under this Offer (**"the Applicant"**), the Applicant is deemed to represent that it is an Australian resident.

This document contains detailed information about the Offer, however it is not a prospectus under the Corporations Act and therefore does not include all information required to be included in a prospectus. In preparing this document, NNA has not taken into account your or your nominee/s' particular investment objectives, financial situation or needs, and neither the Company nor NNA are providing you or your nominee/s with any investment or financial advice in connection with the Offer by giving you this document.

2. Timetable

Date of the Offer	30 November 2006
Closing Date	5.00 pm (Sydney time) on 18 December 2006

Last Day for Cheques to Clear	22 December 2006
Date of Lodgement of Completed Offer with Share Registry by NNA	22 December 2006
Date of Transfer	2 January 2007
Date of Dispatch of New Holding Statement	8 January 2007

This timetable is indicative only and subject to change. NNA generally reserves the right to vary these dates, including the Closing Date, without prior notice.

3. How to Accept the Offer

The Applicant may accept this Offer in respect of all or part of the Entitlement only. The Applicant may not accept the Offer in respect of a number of Shares in excess of the Entitlement. If this Offer is accepted in respect of a number of Shares in excess of the Entitlement by one or more Applicants, then NNA will scale back the applications in a manner determined by NNA in its absolute discretion and excess application monies will be refunded without interest.

In order for the Applicant to take up all of part of the Entitlement, the Applicant will need to complete the accompanying standard transfer form, sign this document and the standard transfer form in the spaces provided, and return them together with a cheque for the application monies, being $0.10 per Share, to NNA by mail or delivery at the following address:

Postal Address	**Hand Delivery**
NNA Pty Limited c/- Austbrokers Holdings Limited PO Box 1978 North Sydney NSW 2059	NNA Pty Limited c/- Austbrokers Holdings Limited Level 21, 111 Pacific Highway North Sydney NSW 2060

If there is more than one Applicant, each Applicant will need to complete and sign their own standard transfer form. Applicants can obtain additional copies of the attached standard transfer form by contacting NNA on (02) 9935 2201.

Cheques must be drawn in Australian currency on an Australian bank and made payable to "NNA Pty Limited - Austbrokers Bonus Share Plan Offer" and crossed "Not Negotiable". If the cheque does not clear in full, then NNA may in its discretion scale back any acceptance of the Offer to the extent of the cleared funds ultimately received. Cash will not be accepted and receipts will not be issued.

No interest will accrue in respect of any application monies received in connection with this Offer.

4. About Austbrokers

Austbrokers Holdings Limited is a public company listed on the ASX, whose ordinary shares have been continuously quoted for a period of 12 months.

The highest and lowest market prices of the Company's ordinary shares on ASX during the 1 month, 3 months and 6 months immediately preceding the date of this document and the respective dates of those sales were:

	1 month	**3 months**	**6 months**
Highest:	$4.31 8 November 2006	$4.31 8 November 2006	$4.31 8 November 2006
Lowest:	$4.00 27 November 2006	$3.04 1 September 2006	$2.70 25 July 2006

Further information on the current market price of the Shares can be obtained from the ASX website www.asx.com.au.

The Company is a "disclosing entity" (as defined in the Corporations Act) and as such is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. Copies of documents lodged with ASIC and ASX in relation to the Company may be obtained from, or inspected at, an office of ASIC or downloaded from the ASX website www.asx.com.au. In addition, copies of the Company's 2006 Annual Report, its 2005 IPO Prospectus and any continuous disclosure notices given by the Company to ASX may be obtained from the Company's website www.austbrokers.com.au.

5. Transfer of Shares

Subject to receipt of payment in cleared funds, signed copies of this document and correctly completed standard transfer forms by NNA on or before the Closing Date, Link Market Services Limited has advised us that the successful applicants names will be recorded in the Issuer Sponsored Sub-register by 2 January 2007 and that transaction confirmation statements will be dispatched by 8 January 2007.

Successful Applicants may only trade in the Shares the subject of this Offer after they have received transaction confirmation statements confirming that the Shares have been transferred to them. Applicants who sell their holdings before receiving a transaction confirmation statement do so at their own risk.

6. Revenue Implications

No brokerage, commission or other transaction costs will be payable by any Applicant under the Offer in respect of the Shares and no stamp duty or other duties will be payable in respect of the transfer of the Shares.

The Company recommends that Applicants consult their own professional tax advisors in connection with the acquisition and/or subsequent disposal of Shares under the Offer.

As a general comment, Applicants who are dealing at arm's length with NNA will obtain a cost base in the shares acquired pursuant to this Offer equal to the consideration paid to NNA for those shares. Subject to the qualifications noted below, an Applicant should not be taxed on the excess of the market value of the shares at the time they are acquired pursuant to this Offer and the consideration paid for the shares under this Offer.

Qualifications: This analysis assumes that: (a) the Applicant does not acquire the shares pursuant to this Offer in connection with a business carried on by the Applicant personally; (b) the Applicant holds the shares on capital account; (c) the Broker Firm is not the Applicant; and (c) the Applicant only has an Entitlement by virtue of its, or its nominator's, shareholding or unitholding, as the case may be, in a Broker Firm and not as a result of any other relationship between the Applicant and the Broker Firm, NNA or Austbrokers.

7. Governing law

This document and the contracts formed on acceptance of the applications are governed by the law applicable in New South Wales, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

....

NNA Pty Limited

Name of Signatory: G Bitti

Position: Secretary

Date:

....

Name of Applicant:

Name:

Position:

Date:

Legal\103373439.3

ANNEXURE C

This is the Annexure marked "C" of one page referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 10 January 2007.

C. Bitti
Secretary
ING Australia Holdings Limited

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
16/11/2005	INGFML	Sale of Units on ASX	$560,000	-250,000	-250,000
21/11/2005	INGFML	Sale of Units on ASX	$165,900	- 70,000	- 70,000
16/11/2005	INGFML	Buy of Units on ASX	$560,000	250,000	250,000
21/11/2005	INGFML	Buy of Units on ASX	$165,900	70,000	70,000
30/11/2005	INGFML	Buy of Units on ASX	$238,097	100,000	100,000
3/05/2006	INGFML	Sale of Units on ASX	$ 4,251	- 1,500	- 1,500
4/05/2006	INGFML	Sale of Units on ASX	$ 42,513	- 15,000	- 15,000
5/05/2006	INGFML	Sale of Units on ASX	$ 28,909	- 10,200	- 10,200
8/05/2006	INGFML	Sale of Units on ASX	$ 48,269	- 17,031	- 17,031
14/07/2006	INGFML	Sale of Units on ASX	$ 38,562	- 12,465	- 12,465
20/07/2006	INGFML	Sale of Units on ASX	$ 52,260	- 17,500	- 17,500
21/07/2006	INGFML	Sale of Units on ASX	$ 53,510	- 18,000	- 18,000
25/07/2006	INGFML	Sale of Units on ASX	$ 83,162	- 30,303	- 30,303
26/07/2006	INGFML	Sale of Units on ASX	$ 49,399	- 18,000	- 18,000
27/11/2006	INGFML	Buy of Units on ASX	$214,144	52,379	52,379
28/11/2006	INGFML	Buy of Units on ASX	$743,350	181,821	181,821