HSBC

30 December 2010

The Australian Stock Exchange
Exchange Centre, 20 Bridge Street
Sydney, NSW 2000
Australia
Fax : +61 2 9778 0999 / +61 2 9347 0005

Attention: Company Announcements Unit

Dear Sir,

Notice of change of interests in substantial holder

Enclosed is the duly signed and completed form 604 for the notification of change of interests of substantial holder in QR National Ltd.

Should you have any further queries, please contact the undersigned at +61 (2) 9255 2265

Yours Faithfully,

Sian Cassomini
Compliance Manager, HSBC Bank Australia Limited

HSBC Bank Australia Limited
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GPO Box 5302, Sydney NSW 2001
580 George Street, Sydney NSW 2000
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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme QR National Limited

ACN/ARSN 146 335 622

1. Details of substantial holder(1)

Name HSBC Holdings

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 24 / 12 /2010

The previous notice was given to the company on 22 /12 /2010

The previous notice was dated 22 /12 /2010

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	125,311,974	5.13%	115,012,374	4.71%

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
24/12/2010	HSBC Bank plc	Part of collateral Returned	Nil	10,300,000	10,300,000

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
HSBC Bank plc	HSBC Bank plc	HSBC Bank plc	Beneficial Ownership	114,932,901	114,932,901
Sinopia Asset Management (UK)	HSBC MSCI PAC EX JAPAN ETF	HSBC MSCI PAC EX JAPAN ETF	Discretionary Ownership	62,163	62,163
Sinopia Asset Management (UK)	SMIF - DIR ASIA EX JAP (M)	SMIF - DIR ASIA EX JAP (M)	Discretionary Ownership	17,910	17,910

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

6. Addresses

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

Name	Address
Hsbc Bank PLC	8, Canada Square London E14 5HQ, UK
Sinopia Asset Management(UK)	1F, 78 St James's Street London SW1A 1EJ,UK

Signature

print name SIAN CASSOMINI capacity COMPLIANCE MANAGER

sign here Sian Casson date 29/ Dec /2010

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 6 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 because of which the change in relevant interest occurred. 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.