

**Schroders**

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21 April 2004

By Facsimile: 1900 999 279

No. Pages: 8

The Manager  
Companies Section  
Australian Stock Exchange Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir

**QBE Insurance Group Limited**

Please find enclosed a Notice of Initial Substantial Shareholder in accordance with Sub Section 671B of the Corporations Law. The information represents the collation and reconciliation of holdings by six Schroder entities, five of which are international entities.

The Notice has been served on the Company's secretary today.

Yours faithfully

**Michael Thomas**  
Company Secretary

**Form 603**Corporations Law  
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme	QBE Insurance Group Limited
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ABN/ARSN	28 008 485 014
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**1. Details of substantial holder (1)**

Name	SCHRODER INVESTMENT MANAGEMENT AUSTRALIA LIMITED
ABN / ARSN (if applicable)	22 000 443 274

The holder became a substantial holder on 20/04/04

**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

<i>Class of securities (4)</i>	<i>Number of securities</i>	<i>Persons' votes (5)</i>	<i>Voting power (6)</i>
Ordinary Shares	34,811,832	34,811,832	5.10%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

<i>Holder of relevant interest</i>	<i>Nature of relevant interest (7)</i>	<i>Class and number of securities</i>
Schroder Investment Management (Japan) Limited ("SIMJP")	Ordinary Shares	0
Schroder Investment Management (Singapore) Limited ("SIMSL")	Ordinary Shares	14,398,404
Schroder Investment Management Limited Australia ("SIMAL")	Ordinary Shares	18,573,004
Schroder Investment Management North America ("SIMNA")	Ordinary Shares	0
Schroder Investment Management UK Limited ("SIMUK")	Ordinary Shares	715,952
Schroder Investment Management HK Limited ("SIMHK")	Ordinary Shares	1,124,472

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

<i>Holder of relevant interest</i>	<i>Registered holder of securities</i>	<i>Person entitled to be registered as holder (8)</i>	<i>Class and number of securities</i>
SIMAL	BNP Paribas Securities Services	BNP Paribas Securities Services	1,588,465

SIMAL	JP Morgan Custodial Services	JP Morgan Custodial Services	5,979,052
SIMAL	Citicorp Nominees Ltd	Citicorp Nominees Ltd	2,481,574
SIMAL	National Nominees Ltd - Melbourne	National Nominees Ltd - Melbourne	7,591,313
SIMAL	Permanent Trustee Australia Limited	Permanent Trustee Australia Limited	42,306
SIMAL	State Street Australia Limited	State Street Australia Limited	890,294
SIM	RBSTB Nominees	RBSTB Nominees	15,200
SIM	RBSTB Nominees	RBSTB Nominees	45,800
SIM	Schroder Nominees Limited	Schroder Nominees Limited	87,800
SIM	Schroder Nominees Limited	Schroder Nominees Limited	28,079
SIM	Schroder Nominees Limited	Schroder Nominees Limited	23,146
SIM	Mellon Trust	Mellon Trust	79,361
SIM	Schroder Nominees Limited	Schroder Nominees Limited	51,200
SIM	Schroder Nominees Limited	Schroder Nominees Limited	13,328
SIM	Schroder Nominees Limited	Schroder Nominees Limited	27,100
SIM	Schroder Nominees Limited	Schroder Nominees Limited	13,062
SIM	Chase Nominees Limited	Chase Nominees Limited	24,146
SIM	Chase Manhattan Bank	Chase Manhattan Bank	25,438
SIM	Bermuda Trust (Singapore)	Bermuda Trust (Singapore)	13,492
SIM	Chase Nominees Limited	Chase Nominees Limited	268,800
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	4,600
SIMHK	National Australia Bank, Melbourne	National Australia Bank, Melbourne	11,050
SIMHK	National Australia Bank, Melbourne	National Australia Bank, Melbourne	28,150
SIMHK	National Australia Bank, Melbourne	National Australia Bank, Melbourne	10,300
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	14,050
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	2,100
SIMHK	Hong Kong & Shanghai Banking Corp, Sydney	Hong Kong & Shanghai Banking Corp, Sydney	7,200
SIMHK	HSBC Bank Australia Ltd, Sydney	HSBC Bank Australia Ltd, Sydney	10,000
SIMHK	HSBC Bank Australia Ltd, Sydney	HSBC Bank Australia Ltd, Sydney	5,950
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	2,800
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	2,100
SIMHK	The Hong Kong Bank of Australia Ltd, Melbourne	The Hong Kong Bank of Australia Ltd, Melbourne	24,920
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	32,050
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	29,800
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	3,800
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	1,100
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	30,270
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	1,250
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	6,500
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	5,990
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	4,500
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	2,630
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	3,650
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	5,470
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	3,100
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	3,750
SIMHK	JP Morgan Chase Bank, Sydney	JP Morgan Chase Bank, Sydney	451,152
SIMHK	HSBC Bank Australia, Melbourne	HSBC Bank Australia, Melbourne	118,420
SIMHK	HSBC Bank Australia, Melbourne	HSBC Bank Australia, Melbourne	285,820
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	10,000
SIMHK	Westpac Nominees, Australia	Westpac Nominees, Australia	2,000

SIMSL	Westpac Nominees, Australia	Westpac Nominees, Australia	252,140
SIMSL	Australia & New Zealand Bank, Melbourne	Australia & New Zealand Bank, Melbourne	28,600
SIMSL	Westpac Nominees, Sydney	Westpac Nominees, Sydney	176,242
SIMSL	National Australia Bank, Melbourne	National Australia Bank, Melbourne	129,653
SIMSL	National Australia Bank, Melbourne	National Australia Bank, Melbourne	541,849
SIMSL	National Australia Bank, Melbourne	National Australia Bank, Melbourne	130,050
SIMSL	Chase Nominees, Australia	Chase Nominees, Australia	367,707
SIMSL	Chase Nominees, Australia	Chase Nominees, Australia	2,264,321
SIMSL	Westpac Nominees, Australia	Westpac Nominees, Australia	69,660
SIMSL	Westpac Nominees, Sydney	Westpac Nominees, Sydney	579,376
SIMSL	Citicorp Nominees Pty Ltd, Melbourne	Citicorp Nominees Pty Ltd, Melbourne	1,167,856
SIMSL	National Australia Bank, Melbourne	National Australia Bank, Melbourne	397,389
SIMSL	National Australia Bank, Melbourne	National Australia Bank, Melbourne	176,816
SIMSL	Chase Nominees, Australia	Chase Nominees, Australia	272,865
SIMSL	Westpac Nominees, Australia	Westpac Nominees, Australia	1,465,757
SIMSL	National Australia Bank, Melbourne	National Australia Bank, Melbourne	600,868
SIMSL	Westpac Nominees, Australia	Westpac Nominees, Australia	52,751
SIMSL	Chase Nominees, Australia	Chase Nominees, Australia	4,336,776
SIMSL	Westpac Nominees, Australia	Westpac Nominees, Australia	257,124
SIMSL	Westpac Nominees, Australia	Westpac Nominees, Australia	563,657
SIMSL	JP Morgan Chase Bank, Sydney	JP Morgan Chase Bank, Sydney	200,210
SIMSL	ANZ Nominees Ltd, Sydney	ANZ Nominees Ltd, Sydney	11,260
SIMSL	ANZ Nominees Ltd, Sydney	ANZ Nominees Ltd, Sydney	355,477

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities ORDINARY SHARES
		Cash	Non-cash	
SIMAL	29/01/04	165,025.00		16,100
SIMAL	9/02/04	329,846.00		31,900
SIMAL	9/02/04	329,846.00		31,900
SIMAL	11/02/04	915,026.80		89,000
SIMAL	25/02/04	744,800.00		70,000
SIMAL	26/02/04	234,632.00		21,100
SIMAL	2/03/04	342,241.50		30,200
SIMAL	8/03/04	31,256.40		2,800
SIMAL	9/03/04	32,451.00		2,900
SIMAL	18/03/04	74,802.90		6,739
SIMAL	25/03/04	4,887,150.90		444,752
SIMAL	25/03/04	852,190.74		77,613
SIMAL	31/03/04	15,673.14		1,400
SIMAL	7/04/04	1,095,703.60		96,099
SIMAL	8/04/04	720,058.12		63,274
SIM	30/12/03	34985.28		3,313
SIM	21/01/04	235563.27		22,748
SIM	15/04/04	55186.56		4,824

SIMHK	13/02/2004	559,848.4300		53,700.0000
SIMHK	10/03/2004	190,625.4500		16,850.0000
SIMHK	25/03/2004	102,913.5800		9,363.0000
SIMHK	26/03/2004	68,601.5300		6,190.0000
SIMHK	01/04/2004	(292,659.3800)		(26,000.0000)
SIMSL	07/01/2004			1,180.0000
		12,259.2400		
SIMSL	07/01/2004			15,830.0000
		164,460.7900		
SIMSL	13/01/2004			24,580.0000
		250,876.9900		
SIMSL	21/01/2004			50,420.0000
		523,220.3700		
SIMSL	27/01/2004			2,360.0000
		24,861.0900		
SIMSL	27/01/2004			93,440.0000
		984,330.5400		
SIMSL	29/01/2004			(3,850.0000)
		(39,193.9400)		
SIMSL	29/01/2004			(117,560.0000)
		(1,196,789.6100		
		)		
SIMSL	30/01/2004			(5,466.0000)
		(39,416.8100)		
SIMSL	04/02/2004			17,000.0000
		172,385.6100		
SIMSL	04/02/2004			22,750.0000
		230,823.7100		
SIMSL	11/02/2004			156,430.0000
		1,617,151.5600		
SIMSL	13/02/2004			(82,185.0000)
		(689,842.3800)		
SIMSL	26/02/2004			488,900.0000
		5,452,098.0200		
SIMSL	08/03/2004			455,646.0000
		5,053,114.1400		
SIMSL	09/03/2004			(12,064.0000)
		(94,456.4600)		
SIMSL	10/03/2004			4,887.0000
		55,504.3500		
SIMSL	10/03/2004			7,349.0000
		83,466.6500		
SIMSL	10/03/2004			25,437.0000
		288,902.0300		
SIMSL	10/03/2004			12,179.0000
		138,323.6200		
SIMSL	10/03/2004			3,141.0000
		35,674.0800		
SIMSL	10/03/2004			12,877.0000
		146,251.1800		
SIMSL	15/03/2004			57,790.0000
		648,036.2700		
SIMSL	16/03/2004			27,650.0000
		310,387.1800		
SIMSL	16/03/2004			33,920.0000
		380,771.5400		
SIMSL	16/03/2004			142,500.0000
		1,599,644.5800		
SIMSL	16/03/2004			62,450.0000
		701,037.2200		
SIMSL	16/03/2004			71,620.0000
		803,975.7500		

SIMSL	17/03/2004	146,156.7600	13,000.0000
SIMSL	25/03/2004	76,504.1200	6,961.0000
SIMSL	25/03/2004	452,679.0400	41,189.0000
SIMSL	25/03/2004	(93,344.6500)	(11,922.0000)
SIMSL	25/03/2004	(116,207.1300)	(14,842.0000)
SIMSL	26/03/2004	151,056.3600	13,630.0000
SIMSL	26/03/2004	150,058.9200	13,540.0000
SIMSL	26/03/2004	358,412.5300	32,340.0000
SIMSL	26/03/2004	98,303.0100	8,870.0000
SIMSL	26/03/2004	1,834,178.3300	165,500.0000
SIMSL	26/03/2004	100,519.5300	9,070.0000
SIMSL	26/03/2004	315,855.2000	28,500.0000
SIMSL	26/03/2004	252,905.8100	22,820.0000
SIMSL	26/03/2004	335,360.6400	30,260.0000
SIMSL	30/03/2004	739,128.5000	65,940.0000
SIMSL	30/03/2004	243,685.9800	21,740.0000
SIMSL	30/03/2004	1,279,183.2600	114,120.0000
SIMSL	30/03/2004	524,249.9300	46,770.0000
SIMSL	30/03/2004	502,952.6200	44,870.0000
SIMSL	06/04/2004	525,166.4000	46,640.0000
SIMSL	07/04/2004	320,490.1900	27,980.0000
SIMSL	07/04/2004	6,889,045.3200	600,000.0000
SIMSL	13/04/2004	1,737,023.0000	153,570.0000
SIMSL	15/04/2004	1,311,518.7900	115,000.0000
SIMSL	15/04/2004	6,229,889.7700	545,000.0000

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


<b>Name and ACN/ARSN (if applicable)</b>	<b>Nature of association</b>
Schroder Investment Singapore Limited ("SIMSL")	Related Fund Manager
Schroder Investment Management Australia Limited ("SIMAL")	Related Fund Manager
Schroder Investment Management Hong Kong Limited	Related Fund Manager

("SIMHK")	
Schroder Investment Management Japan ("SIMJP")	Related Fund Manager
Schroder Investment Management North America ("SIMNA")	Related Fund Manager
Schroder Investment Management UK Limited ("SIMUK")	Related Fund Manager

### 7. Addresses

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

<b>Name</b>	<b>Address</b>
Schroder Investment (Singapore) Limited ("SIMSL")	65 Chulia Street #46-00 OCBC Centre, Singapore 049513
Schroder Investment Management (Australia) Limited ("SIMAL")	Level 20 Angel Place, 120 Pitt Street, Sydney, 2000, Australia
Schroder Investment Management (Hong Kong) Limited ("SIMHK")	19 <sup>th</sup> Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR
Schroder Investment Management Japan ("SIMJP")	Pacific Century Place Marunouchi, 1-11-1 Marunouchi, Chiyoda-ku, Tokyo 100-6224, Japan
Schroder Investment Management North America ("SIMNA")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management UK Limited ("SIMUK")	31 Gresham Street, London EC2V 7QA, UK

<b>Signature</b>		
	print name	Michael Thomas Secretary
	Capacity: Company	
sign here		date 21/04/04

**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 Law.
  - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (7) 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 Law.
- (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) 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.