

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD  
Form 6-K  
November 22, 2006

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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### FORM 6-K

REPORT OF FOREIGN ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

21 November 2006

## Australia and New Zealand Banking Group Limited

ACN 005 357 522

(Translation of registrant's name into English)

Level 6, 100 Queen Street Melbourne Victoria 3000 Australia

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

This Form 6-K may contain certain forward-looking statements, including statements regarding (i) economic and financial forecasts, (ii) anticipated implementation of certain control systems and programs, (iii) the expected outcomes of legal proceedings and (iv) strategic priorities. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control and which may cause actual results to differ materially from those expressed in the forward-looking statement contained in these forward-looking statements. For example, these forward-looking statements may be affected by movements in exchange rates and interest rates, general economic conditions, our ability to acquire or develop necessary technology, our ability to attract and retain qualified personnel, government regulation, the competitive environment and political and regulatory policies.

There can be no assurance that actual outcomes will not differ materially from the forward-looking statements contained in the Form 6-K.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Australia and New Zealand  
Banking Group Limited  
(Registrant)

By: /s/ John Priestley  
Company Secretary  
(Signature)\*

Date 21 November 2006

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\* Print the name and title of the signing officer under his signature.

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**Corporate Communications**  
100 Queen Street  
Melbourne Vic 3000  
www.anz.com

For Release: 21 November 2006

**ANZ acquires 19.9% interest in Shanghai Rural Commercial Bank for US\$252 million**

ANZ today announced it had reached agreement to pay US\$252 million (A\$328 million) to acquire a 19.9% stake in China's Shanghai Rural Commercial Bank.

ANZ Chief Executive Officer, Mr John McFarlane said the investment was a significant step in ANZ's Asian growth strategy.

This strategic partnership provides the opportunity to play a role in one of the fastest growing banking markets in the world. It combines ANZ's expertise in risk management and retail and small business banking with Shanghai Rural Commercial Bank's franchise and knowledge in Shanghai's retail and small to medium enterprise market.

After three years of business cooperation, ANZ and Shanghai Rural Commercial Bank have established a close relationship which provides an excellent foundation for future success, Mr McFarlane said.

Shanghai Rural Commercial Bank (SRCB), formerly known as the Shanghai Rural Credit Co-Operatives Union, is the largest rural commercial bank in China and 17th largest bank by assets in China. SRCB was incorporated as a rural commercial bank in 2005 and operates 330 branches, over 380 ATMs and has 5,000 staff across Shanghai. SRCB has approximately 2.5 million retail customers with total assets of RMB137 billion (US\$17 billion) as at 30 June 2006.

The Share Subscription Agreement and other related transaction agreements were signed in Shanghai today by ANZ Chairman Mr Charles Goode and Chief Executive Officer Mr John McFarlane and SRCB Chairman Mr Li Xiu Lun and President Mr Hou Fu Ning. Today's signing coincides with a meeting this week of the ANZ Board in Shanghai.

As part of the partnership, ANZ will provide technical assistance to SRCB which will focus on risk management, retail banking, small business banking, financial markets, international trade, human resources, finance, operations and information technology. This includes a specific program of technical assistance over the next three years which ANZ will support through a US\$5 million Technical Support Fund.

ANZ will have two representatives on SRCB's Board of Directors and will contribute management resources.

SRCB Chairman Mr Li Xiu Lun said the partnership was well-timed to maximise the opportunities created by the increasing reform and liberalization of the Chinese financial services industry, as well as the continuing strong economic prospects of Shanghai.

SRCB will, by introducing ANZ as a strategic partner, leverage the expertise of a leading international financial institution in a wide range of relevant areas to support SRCB to become a leading retail bank in Shanghai, Mr Li said.

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Shanghai is China's leading commercial and financial centre with a population of more than 17.4 million people (2004). Official GDP was US\$133.4 billion in 2005, accounting for 5.0 per cent of total Chinese GDP.

ANZ has been operating in China for 20 years, having been the first Australian bank to open a representative office in 1986, in Beijing. ANZ has operated a fully licensed foreign bank branch in Shanghai since 1993, upgraded its Beijing representative office to a branch in 1997 and re-opened its Guangzhou representative office earlier this year.

The strategic partnership between ANZ and SRCB is subject to approval by Chinese regulators including the Shanghai Government and the China Banking Regulatory Commission. Regulatory approvals are expected to be complete in the first half of the 2007 calendar year.

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