

BHP BILLITON LTD
Form 6-K
December 03, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

For the Date of

26 November 2004

BHP Billiton Limited

ABN 49 004 028 077

180 Lonsdale Street

Melbourne Victoria 3000

Australia

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 | <input checked="" type="checkbox"/> | | Form 40-F | <input type="checkbox"/> |
|-----------|-------------------------------------|--|-----------|--------------------------|

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 | <input type="checkbox"/> | | No | <input checked="" type="checkbox"/> |
|-----|--------------------------|--|----|-------------------------------------|

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

26 November 2004

To: Company Announcements Office

cc: New York Stock Exchange

The Australian Stock Exchange

Swiss Stock Exchange

4th Floor, 20 Bridge Street

Johannesburg Stock Exchange

SYDNEY NSW 2000

Deutsche Bank

Australia

Company Announcements Office

The London Stock Exchange

Old Broad Street

London EC2N 1HP

United Kingdom

For Announcement to the Market

I advise the following results of the business conducted at the meetings of shareholders of BHP Billiton Limited ("Limited") held on 22 October 2004 and BHP Billiton Plc ("Plc") held on 25 November 2004.

The final proxy position for each company (excluding the proxy votes carried from one meeting to the other meeting by the Special Voting Shares) is detailed in Appendix 1. As required by the Dual Listed Companies Structure, a poll was conducted on each of the proposed resolutions. Because of the nature of that Structure, the poll results for each company on Joint Electorate Actions are identical.

The poll results were:

| <u>Business</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Result</u> |
|---|----------------------|--------------------------|----------------------------|---------------|
| 1. Receipt of Financial Statements and Reports of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action) | 3,483,949,138 | 3,365,409 | 140,985,551 | Carried |
| 2. Receipt of Financial Statements and Reports of BHP Billiton Plc (an ordinary | 3,485,559,214 | 3,431,640 | 139,004,448 | Carried |

| | | | | |
|--|---------------|------------|------------|---------|
| resolution and Joint Electorate Action) | | | | |
| 3. Re-election of Mr D R Argus as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action) | 3,584,892,413 | 32,461,655 | 14,470,776 | Carried |
| 4. Re-election of Mr D R Argus as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action) | 3,579,584,626 | 37,507,466 | 14,318,431 | Carried |
| 5. Re-election of Mr D A Crawford as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action) | 3,546,579,112 | 75,247,195 | 73,052,648 | Carried |
| 6. Re-election of Mr D A Crawford as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action) | 3,485,627,518 | 72,527,896 | 73,235,969 | Carried |
| 7. Re-election of Mr C W Goodyear as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action) | 3,592,152,472 | 29,973,159 | 30,967,030 | Carried |
| 8. Re-election of Mr C W Goodyear as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action) | 3,592,251,065 | 29,346,029 | 31,360,864 | Carried |
| 9. Re-election of Dr J M Schubert as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action) | 3,561,751,374 | 37,192,431 | 46,905,256 | Carried |
| 10. Re-election of Dr J M Schubert as a director of BHP Billiton Plc (an ordinary | 3,547,506,321 | 36,579,221 | 47,014,577 | Carried |

| | | | | |
|--|---------------|-------------|------------|---------|
| resolution and Joint Electorate Action) | | | | |
| 11. To re-appoint the auditors of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action) | 3,584,310,295 | 14,750,610 | 16,047,056 | Carried |
| 12. To renew the Directors' authority to allot shares in BHP Billiton Plc (an ordinary resolution and Joint Electorate Action) | 3,197,147,824 | 412,588,684 | 22,032,572 | Carried |
| 13. To renew the disapplication of pre-emption rights in BHP Billiton Plc (a special resolution and Joint Electorate Action) | 3,417,024,810 | 197,050,333 | 17,581,352 | Carried |
| 14. To approve the repurchase of shares in BHP Billiton Plc (a special resolution and Joint Electorate Action) | 3,602,800,784 | 9,117,903 | 19,866,781 | Carried |
| 15. To approve the Remuneration Report (an ordinary resolution and Joint Electorate Action) | 3,489,660,907 | 64,860,141 | 77,177,367 | Carried |
| 16. To approve the amended Group Incentive Scheme (GIS) (an ordinary resolution and Joint Electorate Action) | 3,505,381,959 | 70,350,650 | 55,091,687 | Carried |
| 17. To approve the Long Term Incentive Plan (LTIP) (an ordinary resolution and Joint Electorate Action) | 3,454,536,255 | 109,060,035 | 67,217,486 | Carried |
| 18. To approve grants under the amended GIS and the LTIP to Mr C W Goodyear (an ordinary resolution and Joint Electorate Action) | 3,475,755,531 | 101,500,457 | 53,541,374 | Carried |
| 19. To approve grants under the amended GIS and the LTIP | 3,474,968,927 | 101,983,993 | 53,837,827 | Carried |

to Mr M Salamon (an ordinary resolution and Joint Electorate Action)

K J Wood
Company Secretary

BHP Billiton Limited & BHP Billiton Plc

Final Proxy Position

| | <u>BHP Billiton</u> <u>Limited</u> | <u>BHP Billiton</u> <u>Plc</u> |
|---|---------------------------------------|-----------------------------------|
| 1. Receipt of Financial Statements and Reports of BHP Billiton Limited | | |
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,809,828,380 | 1,818,548,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,560,675,823 | 1,772,285,289 |
| ◆ was to vote against the resolution | 1,606,585 | 1,715,909 |
| ◆ was to abstain on the resolution | 102,832,366 | 38,153,185 |
| ◆ may vote at the proxy's discretion | 144,713,606 | 6,393,693 |

2. Receipt of Financial Statements and Reports of BHP Billiton Plc

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,809,826,856 | 1,818,553,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,561,989,616 | 1,772,288,234 |
| ◆ was to vote against the resolution | 1,660,726 | 1,715,909 |
| ◆ was to abstain on the resolution | 100,848,495 | 38,155,953 |
| ◆ may vote at the proxy's discretion | 145,328,019 | 6,392,980 |

3. Re-election of Mr D R Argus as a director of BHP Billiton Limited

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,339,227 | 1,818,553,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,654,824,869 | 1,785,011,703 |
| ◆ was to vote against the resolution | 10,224,691 | 15,760,097 |
| ◆ was to abstain on the resolution | 3,096,157 | 11,374,619 |

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| | | |
|--------------------------------------|-------------|-----------|
| ◆ may vote at the proxy's discretion | 145,193,510 | 6,406,657 |
|--------------------------------------|-------------|-----------|

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|---------------------|---------------------|
| <u>BHP Billiton</u> | <u>BHP Billiton</u> |
| <u>Limited</u> | <u>Plc</u> |

4. Re-election of Mr D R Argus as a director of BHP Billiton Plc

| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,339,227 | 1,818,553,076 |
|--|---------------|---------------|

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|----------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,653,665,826 | 1,780,736,039 |
|----------------------------------|---------------|---------------|

| | | |
|--------------------------------------|------------|------------|
| ◆ was to vote against the resolution | 10,679,442 | 20,323,400 |
|--------------------------------------|------------|------------|

| | | |
|------------------------------------|-----------|------------|
| ◆ was to abstain on the resolution | 3,226,769 | 11,091,662 |
|------------------------------------|-----------|------------|

| | | |
|--------------------------------------|-------------|-----------|
| ◆ may vote at the proxy's discretion | 145,767,190 | 6,401,975 |
|--------------------------------------|-------------|-----------|

5. Re-election of Mr D A Crawford as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly | 1,813,325,034 | 1,818,553,076 |
|--|---------------|---------------|

appointed

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,641,204,335 | 1,696,688,802 |
| ◆ was to vote against the resolution | 22,910,517 | 45,984,867 |
| ◆ was to abstain on the resolution | 3,577,920 | 69,474,728 |
| ◆ may vote at the proxy's discretion | 145,632,262 | 6,404,679 |

6. Re-election of Mr D A Crawford as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed

| | | |
|--|---------------|---------------|
| | 1,813,338,227 | 1,818,553,076 |
|--|---------------|---------------|

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,640,324,526 | 1,699,692,287 |
| ◆ was to vote against the resolution | 22,980,430 | 42,984,086 |
| | 3,761,241 | 69,474,728 |

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◆ was to abstain on the resolution

146,272,030 6,401,975

◆ may vote at the proxy's discretion

| | <u>BHP Billiton</u> | <u>BHP Billiton</u> |
|--|---------------------|---------------------|
| | <u>Limited</u> | <u>Plc</u> |

7. Re-election of Mr C W Goodyear as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed

1,813,331,218 1,818,553,076

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

◆ was to vote for the resolution

1,654,013,470 1,764,871,693

◆ was to vote against the resolution

10,269,169 19,592,481

◆ was to abstain on the resolution

3,284,307 27,682,723

◆ may vote at the proxy's discretion

145,764,272 6,406,179

8. Re-election of Mr C W Goodyear as a director of BHP Billiton Plc

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| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,342,345 | 1,818,553,076 |
|--|---------------|---------------|

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|----------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,653,866,038 | 1,764,874,833 |
|----------------------------------|---------------|---------------|

| | | |
|--------------------------------------|-----------|------------|
| ◆ was to vote against the resolution | 9,920,783 | 19,307,954 |
|--------------------------------------|-----------|------------|

| | | |
|------------------------------------|-----------|------------|
| ◆ was to abstain on the resolution | 3,392,550 | 27,968,314 |
|------------------------------------|-----------|------------|

| | | |
|--------------------------------------|-------------|-----------|
| ◆ may vote at the proxy's discretion | 146,162,974 | 6,401,975 |
|--------------------------------------|-------------|-----------|

9. Election of Dr J M Schubert as a director of BHP Billiton Limited

| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,344,411 | 1,818,553,076 |
|--|---------------|---------------|

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|----------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,621,653,583 | 1,773,813,748 |
|----------------------------------|---------------|---------------|

| | | |
|--------------------------------------|------------|------------|
| ◆ was to vote against the resolution | 19,206,318 | 17,880,249 |
|--------------------------------------|------------|------------|

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| | | |
|--------------------------------------|-------------|------------|
| ◆ was to abstain on the resolution | 26,450,447 | 20,454,809 |
| ◆ may vote at the proxy's discretion | 146,034,063 | 6,404,270 |

| | |
|---------------------|---------------------|
| <u>BHP Billiton</u> | <u>BHP Billiton</u> |
| <u>Limited</u> | <u>Plc</u> |

10. Election of Dr J M Schubert as a director of BHP Billiton Plc

| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,075,819 | 1,818,553,076 |
|--|---------------|---------------|

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,620,722,303 | 1,773,816,218 |
| ◆ was to vote against the resolution | 18,585,229 | 17,881,122 |
| ◆ was to abstain on the resolution | 26,560,816 | 20,453,761 |
| ◆ may vote at the proxy's discretion | 147,207,471 | 6,401,975 |

11. To re-appoint the auditors of BHP Billiton Plc

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| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,342,985 | 1,818,553,076 |
|--|---------------|---------------|

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|----------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,662,596,611 | 1,768,721,352 |
|----------------------------------|---------------|---------------|

| | | |
|--------------------------------------|-----------|------------|
| ◆ was to vote against the resolution | 1,339,106 | 30,073,811 |
|--------------------------------------|-----------|------------|

| | | |
|------------------------------------|-----------|------------|
| ◆ was to abstain on the resolution | 2,687,055 | 13,360,001 |
|------------------------------------|-----------|------------|

| | | |
|--------------------------------------|-------------|-----------|
| ◆ may vote at the proxy's discretion | 146,720,213 | 6,397,912 |
|--------------------------------------|-------------|-----------|

12. To renew the Directors' authority to allot shares in BHP Billiton Plc

| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,336,676 | 1,818,553,076 |
|--|---------------|---------------|

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|----------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,621,953,026 | 1,421,905,020 |
|----------------------------------|---------------|---------------|

| | | |
|--------------------------------------|------------|-------------|
| ◆ was to vote against the resolution | 32,326,888 | 380,009,175 |
|--------------------------------------|------------|-------------|

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| | | |
|--------------------------------------|-------------|------------|
| ◆ was to abstain on the resolution | 11,792,880 | 10,239,692 |
| ◆ may vote at the proxy's discretion | 147,263,882 | 6,399,189 |

| | |
|---------------------|---------------------|
| <u>BHP Billiton</u> | <u>BHP Billiton</u> |
| <u>Limited</u> | <u>Plc</u> |

13. To renew the disapplication of pre-emption rights in BHP Billiton Plc

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,301,301 | 1,818,553,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,634,783,511 | 1,628,425,434 |
| ◆ was to vote against the resolution | 17,349,549 | 179,406,472 |
| ◆ was to abstain on the resolution | 13,265,697 | 4,315,655 |
| ◆ may vote at the proxy's discretion | 147,902,544 | 6,405,515 |

14. To approve the re-purchase of shares in BHP Billiton Plc

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,333,081 | 1,818,553,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,651,220,235 | 1,798,116,625 |
| ◆ was to vote against the resolution | 5,074,388 | 3,809,261 |
| ◆ was to abstain on the resolution | 9,636,493 | 10,230,288 |
| ◆ may vote at the proxy's discretion | 147,401,965 | 6,396,902 |

15. To approve the Remuneration Report

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,813,337,884 | 1,818,553,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,640,274,406 | 1,696,354,253 |
| | 18,106,858 | 46,440,888 |

| | | |
|--------------------------------------|-------------|------------|
| ◆ was to vote against the resolution | 7,821,256 | 69,356,111 |
| ◆ was to abstain on the resolution | 147,135,364 | 6,401,824 |
| ◆ may vote at the proxy's discretion | | |

| | |
|---------------------|---------------------|
| <u>BHP Billiton</u> | <u>BHP Billiton</u> |
| <u>Limited</u> | <u>Plc</u> |

16. To approve the amended Group Incentive Scheme (GIS)

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,812,787,691 | 1,818,553,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,598,780,844 | 1,754,001,829 |
| ◆ was to vote against the resolution | 59,387,121 | 10,622,113 |
| ◆ was to abstain on the resolution | 7,565,637 | 47,526,050 |
| | 147,054,089 | 6,403,084 |

◆ may vote at the proxy's discretion

17. To approve the Long Term Incentive Plan (LTIP)

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,812,785,055 | 1,818,553,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1,606,675,585 | 1,695,199,295 |
| ◆ was to vote against the resolution | 51,518,065 | 57,268,608 |
| ◆ was to abstain on the resolution | 7,535,929 | 59,681,557 |
| ◆ may vote at the proxy's discretion | 147,055,476 | 6,403,616 |

18. To approve the grants under the amended GIS and the LTIP to Mr C W Goodyear

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,812,784,810 | 1,818,553,076 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |

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| | | |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,608,874,867 | 1,715,474,464 |
| ◆ was to vote against the resolution | 50,810,954 | 50,098,472 |
| ◆ was to abstain on the resolution | 6,980,232 | 46,561,142 |
| ◆ may vote at the proxy's discretion | 146,118,757 | 6,418,998 |

BHP Billiton
Limited

BHP Billiton
Plc

19. To approve the grants under the amended GIS and the LTIP to Mr M Salamon

| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,811,270,780 | 1,818,553,076 |
|--|---------------|---------------|

⇒ Total number of proxy votes in respect of which the appointments specified that the proxy -

| | | |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,606,485,711 | 1,715,482,692 |
| ◆ was to vote against the resolution | 51,275,001 | 50,090,065 |
| | 7,273,546 | 46,564,281 |

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◆ was to abstain on the resolution

146,236,522

6,416,038

◆ may vote at the proxy's discretion

BHP Billiton Limited ABN 49 004 028 077

BHP Billiton Plc Registration number 3196209

Registered in Australia
Registered Office: Level 27, 180 Lonsdale Street Melbourne Victoria
3000
Telephone +61 1300 554 757 Facsimile +61 3 9609 3015

Registered in England and Wales
Registered Office: Neathouse Place London SW1V 1BH United
Kingdom
Telephone +44 20 7802 4000 Facsimile +44 20 7802 4111

The BHP Billiton Group is headquartered in Australia

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.

BHP BILLITON

LIMITED
/s/ KAREN WOOD

Karen Wood
Title: Company Secretary
Date:

26 November 2004