

BHP BILLITON LTD  
Form 6-K  
December 06, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

November 30, 2006

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**BHP BILLITON LIMITED**

**(ABN 49 004 028 077)**

(Exact name of Registrant as specified in its charter)

**VICTORIA, AUSTRALIA**

(Jurisdiction of incorporation or organisation)

**180 LONSDALE STREET, MELBOURNE, VICTORIA**

**3000 AUSTRALIA**

(Address of principal executive offices)

**BHP BILLITON PLC**

**(REG. NO. 3196209)**

(Exact name of Registrant as specified in its charter)

**ENGLAND AND WALES**

(Jurisdiction of incorporation or organisation)

**NEATHOUSE PLACE, VICTORIA, LONDON,**

**UNITED KINGDOM**

(Address of principal executive offices)

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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

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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): n/a

30 November 2006

To:  
Australian Stock Exchange  
London Stock Exchange

cc:  
New York Stock Exchange  
Swiss Stock Exchange  
JSE Securities Exchange SA  
Deutsche Bank  
UBS Zurich

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 29 November 2006 and BHP Billiton Plc ("Plc") held on 26 October 2006.

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>Votes</u>     | <u>Business Result</u>              | <u>Votes</u>  |                                 |
|------------------|-------------------------------------|---------------|---------------------------------|
|                  |                                     | <u>For</u>    | <u>Against</u> <u>Abstained</u> |
| 1<br>153,904,376 | Receipt of the Financial<br>CARRIED | 2,856,082,420 | 7,514,135                       |

| Statements and Reports of<br>BHP Billiton Plc (an ordinary<br>resolution and Joint Electorate Action)        |  |               |            |            |         |
|--|--|---------------|------------|------------|---------|
| 2  | Receipt of the Financial   | 2,856,315,353 | 7,407,926  |            |         |
| 153,778,313  | CARRIED  |               |            |            |         |
| Statements and Reports of<br>BHP Billiton Limited<br>(an ordinary resolution and Joint<br>Electorate Action) |  |               |            |            |         |
| 3  | Election of Mr P M Anderson  | 2,946,498,215 | 14,746,834 |            |         |
| 56,202,942   | CARRIED  |               |            |            |         |
|  | as a director of BHP Billiton Plc<br>(an ordinary resolution and Joint<br>Electorate Action)                                   |               |            |            |         |
| 4  | Election of Mr P M<br>Anderson   | 2,946,686,512 | 14,811,562 | 55,995,750 |         |
|  | as a director of BHP<br>Billiton<br>Limited (an ordinary<br>resolution and Joint<br>Electorate Action)                         |               | CARRIED    |            |         |
| 5  | Election of Mr M J<br>Kloppers   | 2,950,556,097 | 12,597,758 |            |         |
|  | as a director of BHP<br>Billiton<br>Plc (an ordinary resolution<br>and Joint Electorate<br>Action)                             |               | 53,899,222 | CARRIED    |         |
| 6  | Election of Mr M J<br>Kloppers   | 2,950,521,623 | 12,600,895 | 53,939,220 | CARRIED |
|  | as a director of BHP<br>Billiton<br>Limited (an ordinary<br>resolution and Joint<br>Electorate Action)                         |               |            |            |         |
| 7  | Election of Mr C J<br>Lynch as a director of<br>BHP Billiton Plc (an<br>ordinary resolution<br>and Joint Electorate<br>Action) | 2,948,486,378 | 14,763,881 | 54,261,712 | CARRIED |
| 8  | Election of Mr C J<br>Lynch as a director of<br>BHP Billiton Limited<br>(an ordinary   | 2,948,747,499 | 14,819,044 | 53,936,122 | CARRIED |

|    |   |               |            |            |         |
|----|---|---------------|------------|------------|---------|
|    | resolution and Joint<br>Electorate Action)  |               |            |            |         |
| 9  | Election of Mr J<br>Nasser as a director<br>of BHP Billiton Plc<br>(an ordinary<br>resolution and Joint<br>Electorate Action)               | 2,941,912,180 | 11,197,709 | 64,398,133 | CARRIED |
| 10 | Election of Mr J<br>Nasser as a director<br>of BHP Billiton<br>Limited (an ordinary<br>resolution and Joint<br>Electorate Action)           | 2,942,128,449 | 11,211,169 | 64,167,873 | CARRIED |
| 11 | Re-election of Mr D<br>A Crawford as a<br>director of BHP<br>Billiton Plc (an<br>ordinary resolution<br>and Joint Electorate<br>Action)     | 2,929,249,423 | 16,488,155 | 71,776,943 | CARRIED |
| 12 | Re-election of Mr D<br>A Crawford as a<br>director of BHP<br>Billiton Limited (an<br>ordinary resolution<br>and Joint Electorate<br>Action) | 2,929,513,074 | 16,418,219 | 71,583,628 | CARRIED |
| 13 | Re-election of Mr D<br>R Argus as a director<br>of BHP Billiton Plc<br>(an ordinary<br>resolution and Joint<br>Electorate Action)           | 2,963,769,955 | 14,689,481 | 39,052,086 | CARRIED |
| 14 | Re-election of Mr D<br>R Argus as a director<br>of BHP Billiton<br>Limited (an ordinary<br>resolution and Joint<br>Electorate Action)       | 2,963,882,297 | 14,715,743 | 38,913,692 | CARRIED |
| 15 | Re-election of Dr D<br>C Brink as a director<br>of BHP Billiton Plc   | 2,936,258,344 | 14,643,995 | 66,599,907 | CARRIED |

|    |   |               |            |            |         |
|----|---|---------------|------------|------------|---------|
|    | (an ordinary resolution and Joint Electorate Action)  |               |            |            |         |
| 16 | Re-election of Dr D C Brink as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)      | 2,936,418,580 | 14,677,247 | 66,406,819 | CARRIED |
| 17 | Re-election of Dr J G S Buchanan as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)     | 2,930,409,328 | 9,182,085  | 77,915,728 | CARRIED |
| 18 | Re-election of Dr J G S Buchanan as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action) | 2,930,659,118 | 9,177,984  | 77,670,439 | CARRIED |
| 19 | Re-election of Dr J M Schubert as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)       | 2,968,469,488 | 9,203,147  | 39,838,877 | CARRIED |
| 20 | Re-election of Dr J M Schubert as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)   | 2,968,717,128 | 9,245,697  | 39,546,913 | CARRIED |
| 21 | Re-appointment of KPMG Audit Plc as auditor of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)        | 3,005,793,320 | 7,198,172  | 4,521,996  | CARRIED |

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|         |  |               |             |            |         |
|---------|--|---------------|-------------|------------|---------|
| 22      | Renewal of the general authority to allot shares in BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)  | 2,863,600,154 | 144,056,509 | 8,833,696  | CARRIED |
| 23      | Renewal of the disapplication of pre-emption rights in BHP Billiton Plc (a special resolution and Joint Electorate Action)   | 2,942,243,288 | 63,748,313  | 9,256,764  | CARRIED |
| 24      | Approval of the repurchase of shares in BHP Billiton Plc (a special resolution and Joint Electorate Action)  | 3,006,722,410 | 3,993,908   | 4,536,710  | CARRIED |
| 25      | Approval of the cancellation of shares in BHP Billiton Plc held by BHP Billiton Ltd or one of its subsidiaries on each of the following dates (each one a special resolution and Joint Electorate Action): |               |             |            |         |
| 25(i)   | 31 December 2006   | 2,997,314,521 | 3,595,271   | 10,725,959 | CARRIED |
| 25(ii)  | 31 March 2007  | 3,000,991,053 | 3,637,143   | 10,607,421 | CARRIED |
| 25(iii) | 15 May 2007  | 3,000,979,814 | 3,588,862   | 10,666,379 | CARRIED |
| 25(iv)  | 30 June 2007   | 3,000,993,430 | 3,564,784   | 10,677,537 | CARRIED |
| 25(v)   | 30 September 2007  | 3,000,864,515 | 3,627,628   | 10,740,746 | CARRIED |
| 25(vi)  | 15 November 2007   | 3,000,330,267 | 4,413,891   | 10,476,473 | CARRIED |
| 26      | Approval of the Remuneration Report (an ordinary   | 2,790,499,101 | 153,825,877 | 49,399,058 | CARRIED |

|    |   |               |             |            |         |
|----|---|---------------|-------------|------------|---------|
|    | resolution and Joint<br>Electorate Action)  |               |             |            |         |
| 27 | Approval of the grant<br>of awards to Mr C W<br>Goodyear under the<br>GIS and the LTIP (an<br>ordinary resolution<br>and Joint Electorate<br>Action)  | 2,906,640,689 | 44,416,901  | 65,050,426 | CARRIED |
| 28 | Approval of the grant<br>of awards to Mr M J<br>Kloppers under the<br>GIS and the LTIP (an<br>ordinary resolution<br>and Joint Electorate<br>Action)  | 2,905,047,683 | 45,225,979  | 65,533,891 | CARRIED |
| 29 | Approval of the grant<br>of awards to Mr C J<br>Lynch under the GIS<br>and the LTIP (an<br>ordinary resolution<br>and Joint Electorate<br>Action)   | 2,905,161,701 | 45,399,939  | 65,515,236 | CARRIED |
| 30 | Approval of the BHP<br>Billiton Global<br>Employee Share Plan<br>(an ordinary<br>resolution and Joint<br>Electorate Action)   | 2,982,042,781 | 26,381,655  | 7,321,891  | CARRIED |
| 31 | Approval of change<br>to the maximum<br>aggregate<br>remuneration aid by<br>BHP Billiton Plc to<br>the non-executive<br>directors in any year<br>(an ordinary<br>resolution and Joint<br>Electorate Action) | 2,824,108,430 | 125,374,921 | 36,109,958 | CARRIED |

|    |  |               |             |            |         |
|----|--|---------------|-------------|------------|---------|
| 32 | Approval of change to the maximum aggregate remuneration aid by BHP Billiton Limited to the non-executive directors in any year (an ordinary resolution and Joint Electorate Action) | 2,823,886,958 | 125,823,046 | 35,980,742 | CARRIED |
|----|--|---------------|-------------|------------|---------|

K J Wood  
Group Company Secretary

Appendix 1

BHP Billiton Limited & BHP Billiton Plc

Final Proxy Position

|   | <u>Limited</u>  | <u>Plc</u>    |
|---|---|---------------|
| 1 | Receipt of the Financial Statements and Reports of BHP Billiton Plc                         |               |
|   | 1,465,271,126   | 1,395,693,524 |
|   | Total number of proxy votes exercisable by all proxies validly appointed                    |               |
|   | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |
|   | 1,391,059,915   | 1,383,110,330 |
|   | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>          |               |
|   | 1,984,771   | 5,531,863     |
|   | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>      |               |



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|   |   |               |               |
|---|---|---------------|---------------|
|   | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        | 103,972,527   | 49,931,849    |
|   |   | 72,226,440    | 7,051,331     |
|   | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      |               |               |
| 2 | Receipt of the Financial Statements and Reports of BHP Billiton Limited                     |               |               |
|   | <p style="text-align: center;">P</p>  | 1,465,397,391 | 1,395,693,583 |
|   | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|   | <p style="text-align: center;">P</p>  |               |               |
|   | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|   | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>          | 1,391,248,113 | 1,383,078,688 |
|   |   | 1,888,679     | 5,521,746     |
|   | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>      |               |               |
|   |   | 103,846,523   | 49,931,790    |
|   | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        |               |               |
|   |   | 72,260,599    | 7,093,149     |
|   | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      |               |               |
| 3 | Election of Mr P M Anderson as a director of BHP Billiton Plc                               |               |               |
|   | <p style="text-align: center;">P</p>  | 1,564,436,732 | 1,394,222,661 |
|   | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|   | <p style="text-align: center;">P</p>  |               |               |

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| • was to vote for the resolution     | 1,488,035,770 | 1,376,288,276 |
| • was to vote against the resolution | 3,814,273     | 10,873,480    |
| • was to abstain on the resolution   | 4,800,231     | 51,402,711    |
| • may vote at the proxy's discretion | 72,586,689    | 7,060,905     |

4 Election of Mr P M Anderson as a director of BHP Billiton Limited

Ⓟ

|  |               |               |
|--|---------------|---------------|
|  | 1,564,621,269 | 1,394,233,719 |
|--|---------------|---------------|

Total number of proxy votes exercisable by all proxies validly appointed

Ⓟ

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| • was to vote for the resolution     | 1,488,200,840 | 1,376,266,234 |
| • was to vote against the resolution | 3,879,001     | 10,873,480    |
| • was to abstain on the resolution   | 4,604,097     | 51,391,653    |
| • may vote at the proxy's discretion | 72,541,428    | 7,094,005     |

5 Election of Mr M J Kloppers as a director of BHP Billiton Plc

|   |               |               |
|---|---------------|---------------|
|   | 1,565,082,806 | 1,395,879,046 |
| <p>Ⓟ</p> <p>Total number of proxy votes exercisable by all proxies validly appointed</p>                    |               |               |
| <p>Ⓟ</p> <p>Total number of proxy votes in respect of which the appointments specified that the proxy -</p> |               |               |
|   | 1,489,590,523 | 1,379,043,933 |
| <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>                          |               |               |
|   | 2,814,482     | 9,774,740     |
| <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>                      |               |               |
|   | 4,152,896     | 49,746,326    |
| <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>                        |               |               |
|   | 72,677,801    | 7,060,373     |
| <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>                      |               |               |
| <p>6 Election of Mr M J Kloppers as a director of BHP Billiton Limited</p>                                  |               |               |
|   | 1,565,039,971 | 1,395,890,144 |
| <p>Ⓟ</p> <p>Total number of proxy votes exercisable by all proxies validly appointed</p>                    |               |               |
| <p>Ⓟ</p> <p>Total number of proxy votes in respect of which the appointments specified that the proxy -</p> |               |               |
|   | 1,489,470,405 | 1,379,020,926 |
| <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>                          |               |               |
|   | 2,817,749     | 9,775,059     |

|   |   |               |               |
|---|---|---------------|---------------|
|   | • was to vote against the resolution  | 4,203,992     | 49,735,228    |
|   | • was to abstain on the resolution  | 72,751,817    | 7,094,159     |
|   | • may vote at the proxy's discretion  |               |               |
| 7 | Election of Mr C J Lynch as a director of BHP Billiton Plc                                  |               |               |
|   | Ⓟ   | 1,564,729,517 | 1,395,878,056 |
|   | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|   | Ⓟ   |               |               |
|   | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|   | • was to vote for the resolution  | 1,486,932,236 | 1,379,031,201 |
|   | • was to vote against the resolution  | 4,962,627     | 9,783,384     |
|   | • was to abstain on the resolution  | 4,514,396     | 49,747,316    |
|   | • may vote at the proxy's discretion  | 72,834,654    | 7,063,471     |
| 8 | Election of Mr C J Lynch as a director of BHP Billiton Limited                              |               |               |
|   | Ⓟ   | 1,565,034,303 | 1,395,889,154 |
|   | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |

␣

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,487,285,984 | 1,379,005,473 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 5,014,703     | 9,786,471     |
| • was to vote against the resolution |               |               |
|                                      | 4,199,904     | 49,736,218    |
| • was to abstain on the resolution   |               |               |
|                                      | 72,733,616    | 7,097,210     |
| • may vote at the proxy's discretion |               |               |

9 Election of Mr J Nasser as a  
director of BHP Billiton Plc

1,554,895,113 1,395,575,920

␣

Total number of proxy votes  
exercisable by all proxies  
validly appointed

␣

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,475,983,387 | 1,383,420,736 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 6,108,979     | 5,084,546     |
| • was to vote against the resolution |               |               |
|                                      | 14,348,681    | 50,049,452    |
| • was to abstain on the resolution   |               |               |
|                                      | 72,802,747    | 7,070,638     |
| • may vote at the proxy's discretion |               |               |

|    |   |               |               |
|----|---|---------------|---------------|
| 10 | Election of Mr J Nasser as a director of BHP Billiton Limited                               |               |               |
|    | P   | 1,555,113,954 | 1,395,586,408 |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | P   |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|    | • was to vote for the resolution  | 1,476,265,231 | 1,383,415,058 |
|    | • was to vote against the resolution  | 6,119,643     | 5,087,342     |
|    | • was to abstain on the resolution  | 14,128,909    | 50,038,964    |
|    | • may vote at the proxy's discretion  | 72,729,080    | 7,084,008     |
| 11 | Re-election of Mr D A Crawford as a director of BHP Billiton Plc                            |               |               |
|    | P   | 1,563,806,673 | 1,379,285,219 |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | P   |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|    |   | 1,483,601,726 | 1,363,112,702 |

|    |   |               |               |
|----|---|---------------|---------------|
|    | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>          | 7,378,539     | 9,099,613     |
|    | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>      | 5,437,290     | 66,339,653    |
|    | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        | 72,826,408    | 7,072,904     |
|    | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      |               |               |
| 12 | Re-election of Mr D A Crawford as a director of BHP Billiton Limited                        | 1,563,988,890 | 1,379,296,317 |
|    | p   |               |               |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | p   |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|    | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>          | 1,483,871,920 | 1,363,179,485 |
|    | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>      | 7,377,658     | 9,030,558     |
|    | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        | 5,255,073     | 66,328,555    |
|    | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      | 72,739,312    | 7,086,274     |
| 13 | Re-election of Mr D R Argus as a director of BHP Billiton Plc                               | 1,565,916,625 | 1,409,900,125 |
|    | p   |               |               |

Total number of proxy votes  
exercisable by all proxies  
validly appointed

␣

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,486,644,744 | 1,394,781,038 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 6,633,950     | 8,052,019     |
| • was to vote against the resolution |               |               |
|                                      | 3,327,338     | 35,724,748    |
| • was to abstain on the resolution   |               |               |
|                                      | 72,637,931    | 7,067,068     |
| • may vote at the proxy's discretion |               |               |

14 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

␣

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,486,864,642 | 1,394,777,181 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 6,660,212     | 8,052,019     |
| • was to vote against the resolution |               |               |



|    |   |               |               |
|----|---|---------------|---------------|
|    | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        | 3,200,042     | 35,713,650    |
|    |   | 72,518,877    | 7,082,023     |
|    | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      |               |               |
| 15 | Re-election of Dr D C Brink as a director of BHP Billiton Plc                               |               |               |
|    | <p style="text-align: center;">P</p>  | 1,554,046,570 | 1,394,222,358 |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | <p style="text-align: center;">P</p>  |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|    | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>          | 1,475,627,217 | 1,378,072,826 |
|    | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>      | 5,547,555     | 9,081,464     |
|    | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        | 15,197,393    | 51,402,514    |
|    | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      | 72,871,798    | 7,068,068     |
| 16 | Re-election of Dr D C Brink as a director of BHP Billiton Limited                           |               |               |
|    | <p style="text-align: center;">P</p>  | 1,554,229,624 | 1,394,232,392 |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | <p style="text-align: center;">P</p>  |               |               |

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,475,868,983 | 1,378,069,171 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 5,580,488     | 9,081,783     |
| • was to vote against the resolution |               |               |
|                                      | 15,014,339    | 51,392,480    |
| • was to abstain on the resolution   |               |               |
|                                      | 72,780,153    | 7,081,438     |
| • may vote at the proxy's discretion |               |               |

17 Re-election of Dr J G S  
Buchanan as a director of BHP  
Billiton Plc

|   |               |               |
|---|---------------|---------------|
|   | 1,565,063,500 | 1,371,889,608 |
| Ⓟ |               |               |

Total number of proxy votes  
exercisable by all proxies  
validly appointed

Ⓟ

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,487,699,704 | 1,360,137,620 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 4,492,914     | 4,681,450     |
| • was to vote against the resolution |               |               |
|                                      | 4,180,463     | 73,735,265    |
| • was to abstain on the resolution   |               |               |
|                                      | 72,870,882    | 7,070,538     |
| • may vote at the proxy's discretion |               |               |

Re-election of Dr J G S  
Buchanan as a director of BHP  
Billiton Limited

1,565,297,691 1,371,900,706

Ⓟ

Total number of proxy votes  
exercisable by all proxies  
validly appointed

Ⓟ

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

1,488,022,727 1,360,131,570

- was to vote for the  
resolution

4,488,813 4,681,450

- was to vote against the resolution

3,946,272 73,724,167

- was to abstain on the resolution

72,786,151 7,087,686

- may vote at the proxy's discretion

19 Re-election of Dr J M Schubert  
as a director of BHP Billiton Plc

1,565,131,724 1,409,898,225

Ⓟ

Total number of proxy votes  
exercisable by all proxies  
validly appointed

Ⓟ

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  | 1,487,306,099 | 1,398,582,543 |
|    | • was to vote against the resolution  | 4,949,703     | 4,244,144     |
|    | • was to abstain on the resolution  | 4,112,229     | 35,726,648    |
|    | • may vote at the proxy's discretion  | 72,875,922    | 7,071,538     |
| 20 | Re-election of Dr J M Schubert as a director of BHP Billiton Limited                        |               |               |
|    | Ⓟ   | 1,565,410,416 | 1,409,909,323 |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | Ⓟ   |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|    | • was to vote for the resolution  | 1,487,538,745 | 1,398,576,228 |
|    | • was to vote against the resolution  | 4,995,659     | 4,240,738     |
|    | • was to abstain on the resolution  | 3,831,363     | 35,715,550    |
|    | • may vote at the proxy's discretion  | 72,876,012    | 7,092,357     |
| 21 | Re-appointment of KPMG Audit Plc as auditor of BHP Billiton Plc                             |               |               |
|    | Ⓟ   | 1,566,234,313 | 1,444,112,117 |

Total number of proxy votes exercisable by all proxies validly appointed

␣

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,492,241,007 | 1,431,382,507 |
| • was to vote for the resolution     |               |               |
|                                      | 1,542,474     | 5,652,743     |
| • was to vote against the resolution |               |               |
|                                      | 3,008,740     | 1,513,256     |
| • was to abstain on the resolution   |               |               |
|                                      | 72,450,832    | 7,076,867     |
| • may vote at the proxy's discretion |               |               |

22 Renewal of the general authority to allot shares in BHP Billiton Plc

␣

Total number of proxy votes exercisable by all proxies validly appointed

␣

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,560,347,499 | 1,444,693,361 |
| • was to vote for the resolution     |               |               |
|                                      | 1,468,474,779 | 1,312,508,157 |
| • was to vote against the resolution |               |               |
|                                      | 18,946,723    | 125,101,631   |

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|    |   |               |               |
|----|---|---------------|---------------|
|    | • was to abstain on the resolution  | 7,901,684     | 932,012       |
|    |   | 72,925,997    | 7,083,573     |
|    | • may vote at the proxy's discretion  |               |               |
| 23 | Renewal of the disapplication of pre-emption rights in BHP Billiton Plc                     |               |               |
|    | Ⓟ   | 1,558,699,178 | 1,444,676,620 |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | Ⓟ   |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|    | • was to vote for the resolution  | 1,473,543,144 | 1,386,020,509 |
|    | • was to vote against the resolution  | 12,153,191    | 51,573,525    |
|    | • was to abstain on the resolution  | 8,308,011     | 948,753       |
|    | • may vote at the proxy's discretion  | 73,002,843    | 7,082,586     |
| 24 | Approval of the repurchase of shares in BHP Billiton Plc                                    |               |               |
|    | Ⓟ   | 1,562,915,393 | 1,445,181,459 |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | Ⓟ   |               |               |

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| • was to vote for the resolution     | 1,485,844,528 | 1,437,941,975 |
| • was to vote against the resolution | 3,763,421     | 158,007       |
| • was to abstain on the resolution   | 4,092,796     | 443,914       |
| • may vote at the proxy's discretion | 73,307,444    | 7,081,477     |

25 Approval of the cancellation of shares in BHP Billiton Plc held by BHP Billiton Ltd or one of its subsidiaries on each of the following dates:

25(i) 31 December 2006

|   |               |               |
|---|---------------|---------------|
| P | 1,554,514,239 | 1,443,793,364 |
|---|---------------|---------------|

Total number of proxy votes exercisable by all proxies validly appointed

P

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| • was to vote for the resolution     | 1,477,246,371 | 1,436,628,319 |
| • was to vote against the resolution | 3,508,959     | 40,747        |
|                                      | 8,893,950     | 1,832,009     |

|         |   |               |               |
|---------|---|---------------|---------------|
|         | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>  | 73,758,909    | 7,124,298     |
|         | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>  |               |               |
| 25(ii)  | 31 March 2007   |               |               |
|         | <p>Ⓟ</p> <p>Total number of proxy votes exercisable by all proxies validly appointed</p> <p>Ⓟ</p> <p>Total number of proxy votes in respect of which the appointments specified that the proxy -</p> <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul> | 1,558,233,047 | 1,443,792,960 |
|         | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>  | 1,480,456,422 | 1,436,619,710 |
|         | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>  | 3,550,856     | 40,722        |
|         | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>  | 8,775,008     | 1,832,413     |
|         | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>  | 74,225,769    | 7,132,528     |
| 25(iii) | 15 May 2007   |               |               |
|         | <p>Ⓟ</p> <p>Total number of proxy votes exercisable by all proxies validly appointed</p> <p>Ⓟ</p>   | 1,558,177,085 | 1,443,789,964 |



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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,480,443,114 | 1,436,619,708 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 3,506,851     | 37,684        |
| • was to vote against the resolution |               |               |
|                                      | 8,830,970     | 1,835,409     |
| • was to abstain on the resolution   |               |               |
|                                      | 74,227,120    | 7,132,572     |
| • may vote at the proxy's discretion |               |               |

25(iv) 30 June 2007

|   |               |               |
|---|---------------|---------------|
|   | 1,558,164,861 | 1,443,791,164 |
| Ⓟ |               |               |

Total number of proxy votes  
exercisable by all proxies  
validly appointed

Ⓟ

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,480,541,392 | 1,436,620,908 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 3,476,256     | 37,728        |
| • was to vote against the resolution |               |               |
|                                      | 8,843,328     | 1,834,209     |
| • was to abstain on the resolution   |               |               |
|                                      | 74,147,213    | 7,132,528     |
| • may vote at the proxy's discretion |               |               |

25(v) 30 September 2007

|        |   |               |               |
|--------|---|---------------|---------------|
|        |   | 1,558,098,990 | 1,443,793,164 |
|        | p   |               |               |
|        | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|        | p   |               |               |
|        | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|        | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>          | 1,480,279,369 | 1,436,621,077 |
|        | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>      | 3,544,817     | 40,684        |
|        | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        | 8,908,537     | 1,832,209     |
|        | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      | 74,274,804    | 7,131,403     |
| 25(vi) | 15 November 2007  |               |               |
|        |   | 1,558,364,525 | 1,443,792,564 |
|        | p   |               |               |
|        | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|        | p   |               |               |
|        | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|        | <ul style="list-style-type: none"> <li>• was to vote for the</li> </ul>                     | 1,480,019,532 | 1,435,776,102 |

|    |   |               |               |
|----|---|---------------|---------------|
|    | resolution  |               |               |
|    | • was to vote against the resolution  | 3,488,579     | 883,184       |
|    | • was to abstain on the resolution  | 8,643,664     | 1,832,809     |
|    | •   | 74,856,414    | 7,133,278     |
|    | may vote at the proxy's discretion  |               |               |
| 26 | Approval of the Remuneration Report   |               |               |
|    | Ⓟ   | 1,540,262,793 | 1,416,231,400 |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | Ⓟ   |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|    | • was to vote for the resolution  | 1,446,567,137 | 1,266,851,960 |
|    | • was to vote against the resolution  | 21,063,896    | 147,816,810   |
|    | • was to abstain on the resolution  | 20,005,086    | 29,393,972    |
|    | • may vote at the proxy's discretion  | 72,631,760    | 1,562,630     |
| 27 | Approval of the grant of awards to Mr C W Goodyear under the GIS and the LTIP               |               |               |
|    | Ⓟ   | 1,558,927,985 | 1,390,877,214 |

Total number of proxy votes exercisable by all proxies validly appointed

␣

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,451,037,917 | 1,382,062,072 |
| • was to vote for the resolution     |               |               |
|                                      | 37,041,026    | 7,230,794     |
| • was to vote against the resolution |               |               |
|                                      | 10,302,267    | 54,748,159    |
| • was to abstain on the resolution   |               |               |
|                                      | 70,849,042    | 1,584,348     |
| • may vote at the proxy's discretion |               |               |

28 Approval of the grant of awards to Mr M J Kloppers under the GIS and the LTIP

1,558,151,495 1,390,872,837

␣

Total number of proxy votes exercisable by all proxies validly appointed

␣

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,449,361,283 | 1,382,058,843 |
| • was to vote for the resolution     |               |               |
|                                      | 37,834,487    | 7,229,646     |
| • was to vote against the resolution |               |               |

|    |   |               |               |
|----|---|---------------|---------------|
|    | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        | 10,781,355    | 54,752,536    |
|    |   | 70,955,725    | 1,584,348     |
|    | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      |               |               |
| 29 | Approval of the grant of awards to Mr C J Lynch under the GIS and the LTIP                  |               |               |
|    |   | 1,558,439,913 | 1,390,872,847 |
|    | Ⓟ   |               |               |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | Ⓟ   |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy - |               |               |
|    | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>          | 1,449,403,671 | 1,382,058,319 |
|    |   | 38,010,598    | 7,230,180     |
|    | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>      |               |               |
|    |   | 10,762,710    | 54,752,526    |
|    | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>        |               |               |
|    |   | 71,025,644    | 1,584,348     |
|    | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>      |               |               |
| 30 | Approval of the BHP Billiton Global Employee Share Plan                                     |               |               |
|    |   | 1,563,083,564 | 1,444,075,799 |
|    | Ⓟ   |               |               |
|    | Total number of proxy votes exercisable by all proxies validly appointed                    |               |               |
|    | Ⓟ   |               |               |

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,469,717,003 | 1,438,190,190 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 21,994,216    | 4,320,525     |
| • was to vote against the resolution |               |               |
|                                      | 5,772,636     | 1,549,255     |
| • was to abstain on the resolution   |               |               |
|                                      | 71,372,345    | 1,565,084     |
| • may vote at the proxy's discretion |               |               |

31 Approval of a change to the  
maximum aggregate  
remuneration paid by BHP  
Billiton Plc to non-executive  
directors in any year

|   |               |               |
|---|---------------|---------------|
|   | 1,526,797,215 | 1,421,691,249 |
| Ⓟ |               |               |

Total number of proxy votes  
exercisable by all proxies  
validly appointed

Ⓟ

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
|                                      | 1,404,223,059 | 1,381,767,538 |
| • was to vote for the<br>resolution  |               |               |
|                                      | 86,894,355    | 38,364,291    |
| • was to vote against the resolution |               |               |
|                                      | 12,175,834    | 23,934,124    |
| • was to abstain on the resolution   |               |               |
|                                      | 35,679,801    | 1,559,420     |
| • may vote at the proxy's discretion |               |               |

|    |  |               |               |
|----|--|---------------|---------------|
| 32 | Approval of a change to the maximum aggregate remuneration paid by BHP Billiton Ltd to non-executive directors in any year | 1,527,024,504 | 1,421,688,481 |
|    | P  |               |               |
|    | Total number of proxy votes exercisable by all proxies validly appointed   |               |               |
|    | P  |               |               |
|    | Total number of proxy votes in respect of which the appointments specified that the proxy -                                |               |               |
|    | <ul style="list-style-type: none"> <li>• was to vote for the resolution</li> </ul>   | 1,404,007,683 | 1,381,758,986 |
|    | <ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>                                     | 87,357,707    | 38,349,164    |
|    | <ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>                                       | 12,049,168    | 23,931,574    |
|    | <ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>                                     | 35,659,114    | 1,580,331     |

**BHP Billiton Limited ABN 49 004 028 077**  
Registered in Australia  
Registered Office: Level 27, 180 Lonsdale Street Melbourne  
Victoria 3000  
Telephone +61 1300 554 757 Facsimile +61 3 9609 3015

**BHP Billiton Plc Registration number 3196209**  
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 and BHP Billiton Plc

Date: 30 November 2006

By: Karen Wood

Name: Karen Wood

Title: Group Company Secretary