

BHP BILLITON LTD
 Form 6-K
 October 25, 2001
 22 October 2001

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 16 October 2001 and of BHP Billiton Plc ("Plc") held on 19 October 2001.

The final proxy position for each company is detailed in Appendices 1 and 2. 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, but differ on Class Rights Actions.

The poll results were:

| <u>Business</u> | Votes <u>For</u> | Votes <u>Against</u> | Votes <u>Abstain</u> | <u>Results</u> |
|---|---------------------|-------------------------|-------------------------|----------------|
| • Re-election of Mr J T Ralph as a director of Limited (an ordinary resolution and Joint Electorate Action) | 2 398 376 722 | 45 956 196 | Nil | Carried |
| • Re-election of Mr B D Romeril as a director of Limited (an ordinary resolution and Joint Electorate Action) | 2 424 317 535 | 34 037 546 | Nil | Carried |
| • Re-election of Mr D R Argus as a director of Limited (an ordinary resolution and Joint Electorate Action) | 2 351 292 740 | 26 383 917 | Nil | Carried |

| | | | | |
|---|---------------|-------------|-----|---------|
| <ul style="list-style-type: none"> • Re-election of Mr D A Crawford as a director of Limited (an ordinary resolution and Joint Electorate Action) | 2 419 903 670 | 21 567 234 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr C A Herkströter as a director of Limited (an ordinary resolution and Joint Electorate Action) | 2 445 693 681 | 29 790 407 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr J B Jackson as a director of Limited (a special resolution and Joint Electorate Action) | 2 299 279 192 | 145 976 185 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr D L Keys as a director of Limited (a special resolution and Joint Electorate Action) | 2 372 059 740 | 57 905 185 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr J T Ralph as a director of Plc (an ordinary resolution and Joint Electorate Action) | 2 400 531 341 | 52 816 060 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr B D Romeril as a director of Plc (an ordinary resolution and Joint Electorate Action) | 2 432 788 601 | 34 225 980 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr D R Argus as a director of Plc (an ordinary resolution and Joint Electorate Action) | 2 374 206 956 | 13 622 501 | | |

| | | | | |
|--|---------------|-------------|-----|---------|
| | | | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr D A Crawford as a director of Plc (an ordinary resolution and Joint Electorate Action) | 2 436 446 843 | 15 754 587 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr C A Herkströter as a director of Plc (an ordinary resolution and Joint Electorate Action) | 2 421 130 884 | 54 645 895 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr J B Jackson as a director of Plc (a special resolution and Joint Electorate Action) | 2 271 642 597 | 168 965 018 | Nil | Carried |
| <ul style="list-style-type: none"> • Re-election of Mr D L Keys as a director of Plc (a special resolution and Joint Electorate Action) | 2 280 358 790 | 64 505 656 | Nil | Carried |
| <ul style="list-style-type: none"> • Appointment of Auditors to Plc (an ordinary resolution and Joint Electorate Action) | 2 452 745 130 | 38 428 047 | Nil | Carried |
| <ul style="list-style-type: none"> • Adoption of new Constitution of Limited by Limited shareholders (a special resolution and Class Rights Action) | 1,372,090,337 | 11,091,718 | Nil | Carried |
| <ul style="list-style-type: none"> • Adoption of new Constitution of Limited by Plc shareholders (a | | | | |

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|--|---------------|-------------|-----|---------|
| special resolution and Class Rights Action) | 975 197 372 | 116 525 907 | Nil | Carried |
| • Adoption of new Articles of Association of Plc by Limited shareholders (a special resolution and Class Rights Action) | 1,368,591,082 | 14,520,382 | Nil | Carried |
| • Adoption of new Articles of Association of Plc by Plc shareholders (a special resolution and Class Rights Action) | 975 802 359 | 131 976 202 | Nil | Carried |
| • General authority to allot shares in Plc (an ordinary resolution and Joint Electorate Action) | 2 411 845 967 | 139 705 095 | Nil | Carried |
| • Disapplication of pre-emption rights in Plc (a special resolution and Joint Electorate Action) | 2 386 443 906 | 141 130 516 | Nil | Carried |
| • Renewal of authority given in the Contingent Purchase Contract of Plc (a special resolution and Joint Electorate Action) | 2 380 762 408 | 162 029 492 | Nil | Carried |

| | | | | |
|--|---------------|-------------|-----|---------|
| <ul style="list-style-type: none"> • Participation of Mr B P Gilbertson in Plc's share plans (an ordinary resolution and Joint Electorate Action) | 2 301 591 791 | 221 141 902 | Nil | Carried |
|--|---------------|-------------|-----|---------|

K J Wood

Company Secretary

Final Proxy Position - BHP Billiton Limited

| | <u>Limited</u> | <u>Plc</u> |
|--|----------------|---------------|
| <ul style="list-style-type: none"> • Re-election of Mr J T Ralph as a director of Limited and Plc | | |
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1 399 595 826 | 1 361 154 502 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 1 187 019 129 | 1 105 710 940 |
| ◆ was to vote against the resolution | 11 853 147 | 10 918 309 |
| ◆ was to abstain on the resolution | 21 088 901 | 20 986 800 |
| ◆ may vote at the proxy's discretion | 179 634 649 | 223 538 453 |

- Re-election of Mr B D Romeril as a director of Limited and Plc

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⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 394 603 145 1 356 020 167

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

◆ was to vote for the resolution 1 179 592 077 1 102 916 268

◆ was to vote against the resolution 7 186 970 5 032 504

◆ was to abstain on the resolution 27 029 720 23 877 440

◆ may vote at the proxy's discretion 180 794 378 224 193 955

• Re-election of Mr D R Argus as a director of Limited and Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 399 593 326 1 361 348 479

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

◆ was to vote for the resolution 1 191 581 632 1 110 303 746

◆ was to vote against the resolution 4 228 561 5 946 536

◆ was to abstain on the resolution 23 308 676 20 653 321

◆ may vote at the proxy's discretion 180 474 457 224 444 876

Limited

Plc

• Re-election of Mr D A Crawford as a director of Limited and Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 399 603 145 1 361 154 419

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

◆ was to vote for the resolution 1 196 750 862 1 113 604 195

| | | |
|--------------------------------------|-------------|-------------|
| ◆ was to vote against the resolution | 2 159 339 | 1 966 123 |
| ◆ was to abstain on the resolution | 21 097 773 | 22 150 021 |
| ◆ may vote at the proxy's discretion | 179 595 171 | 223 434 080 |

- Re-election of Mr C A Herkstroter as a director of Limited and Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 399 603 145 1 361 350 979

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

| | | |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1 186 794 172 | 1 094 900 082 |
| ◆ was to vote against the resolution | 10 751 377 | 21 858 082 |
| ◆ was to abstain on the resolution | 20 899 318 | 19 933 003 |
| ◆ may vote at the proxy's discretion | 181 158 278 | 224 659 812 |

- Re-election of Mr J B Jackson as a director of Limited and Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 399 600 010 1 361 347 844

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

| | | |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1 176 485 515 | 1 099 404 789 |
| ◆ was to vote against the resolution | 21 394 492 | 17 653 367 |
| ◆ was to abstain on the resolution | 20 867 202 | 19 900 150 |
| ◆ may vote at the proxy's discretion | 180 852 801 | 224 389 538 |

Limited

Plc

• Re-election of Mr D L Keys as a director of Limited and Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 399 445 585 1 361 203 332

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

| | | |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1 187 752 773 | 1 106 072 158 |
| ◆ was to vote against the resolution | 10 561 370 | 10 637 086 |
| ◆ was to abstain on the resolution | 20 195 853 | 20 110 590 |
| ◆ may vote at the proxy's discretion | 180 935 589 | 224 383 498 |

• Appointment of Auditors to Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 398 259 230

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

| | |
|--------------------------------------|---------------|
| ◆ was to vote for the resolution | 1 209 649 543 |
| ◆ was to vote against the resolution | 6 099 834 |
| ◆ was to abstain on the resolution | 23 172 519 |
| ◆ may vote at the proxy's discretion | 159 337 334 |

• Adoption of a new Constitution of Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 399 467 468

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

| | |
|----------------------------------|---------------|
| ◆ was to vote for the resolution | 1 211 001 468 |
|----------------------------------|---------------|

| | |
|--------------------------------------|-------------|
| ◆ was to vote against the resolution | 11 019 683 |
| ◆ was to abstain on the resolution | 19 261 207 |
| ◆ may vote at the proxy's discretion | 158 185 110 |

• Adoption of a new Articles of Association of Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 399 433 768

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

| | |
|--------------------------------------|---------------|
| ◆ was to vote for the resolution | 1 207 114 295 |
| ◆ was to vote against the resolution | 14 440 581 |
| ◆ was to abstain on the resolution | 19 298 098 |
| ◆ may vote at the proxy's discretion | 158 580 794 |

• General authority to allot shares in Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 397 616 555

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

| | |
|--------------------------------------|---------------|
| ◆ was to vote for the resolution | 1 068 504 656 |
| ◆ was to vote against the resolution | 137 382 757 |
| ◆ was to abstain on the resolution | 32 992 477 |
| ◆ may vote at the proxy's discretion | 158 736 665 |

- Disapplication of pre-emptive rights in Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 394 650 255

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

- ◆ was to vote for the resolution 1 068 907 221

- ◆ was to vote against the resolution 132 958 306

- ◆ was to abstain on the resolution 33 324 510

- ◆ may vote at the proxy's discretion 159 460 218

- Renewal of authority given in the Contingent Purchase Contract of Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 392 699 644

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

- ◆ was to vote for the resolution 1 081 742 941

- ◆ was to vote against the resolution 92 275 430

- ◆ was to abstain on the resolution 33 583 059

- ◆ may vote at the proxy's discretion 185 098 214

- Participation of Mr B P Gilbertson in Plc's share plans

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 398 707 526

⇒ 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 | 1 218 445 632 |
| ◆ was to vote against the resolution | 53 896 393 |
| ◆ was to abstain on the resolution | 34 434 409 |
| ◆ may vote at the proxy's discretion | 91 931 092 |

Final Proxy Position - BHP Billiton Plc

| | <u>Limited</u> | <u>Plc</u> |
|--|----------------|---------------|
| <ul style="list-style-type: none"> • Re-election of Mr J T Ralph as a director of Limited and Plc | | |
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1 192 626 352 | 1 192 626 352 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 799 484 217 | 975 086 376 |
| ◆ was to vote against the resolution | 33 870 122 | 41 709 380 |
| ◆ was to abstain on the resolution | 129 852 118 | 82 309 530 |
| ◆ may vote at the proxy's discretion | 229 419 895 | 93 521 066 |
| <ul style="list-style-type: none"> • Re-election of Mr B D Romeril as a director of Limited and Plc | | |
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1 192 626 352 | 1 192 626 352 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 831 567 368 | 1 009 336 652 |
| ◆ was to vote against the resolution | 26 740 734 | 29 131 505 |

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| | | |
|--------------------------------------|-------------|------------|
| ◆ was to abstain on the resolution | 104 896 455 | 60 636 960 |
| ◆ may vote at the proxy's discretion | 229 421 795 | 93 521 235 |

• Re-election of Mr D R Argus as a director of Limited and Plc

| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1 192 626 352 | 1 192 626 352 |
|--|---------------|---------------|

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

| | | |
|--------------------------------------|-------------|-------------|
| ◆ was to vote for the resolution | 747 581 359 | 943 073 257 |
| ◆ was to vote against the resolution | 22 084 094 | 7 655 445 |
| ◆ was to abstain on the resolution | 194 286 104 | 148 374 515 |
| ◆ may vote at the proxy's discretion | 228 674 795 | 93 523 135 |

Limited

Plc

• Re-election of Mr D A Crawford as a director of Limited and Plc

| | | |
|--|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1 192 626 352 | 1 192 626 352 |
|--|---------------|---------------|

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

| | | |
|--------------------------------------|-------------|---------------|
| ◆ was to vote for the resolution | 811 258 906 | 1 003 124 501 |
| ◆ was to vote against the resolution | 19 241 396 | 13 669 855 |
| ◆ was to abstain on the resolution | 132 704 255 | 82 308 861 |
| ◆ may vote at the proxy's discretion | 229 421 795 | 93 523 135 |

• Re-election of Mr C A Herkströter as a director of

Limited and Plc

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1 192 626 352 | 1 192 626 352 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 845 416 164 | 1 005 250 192 |
| ◆ was to vote against the resolution | 18 940 684 | 32 707 289 |
| ◆ was to abstain on the resolution | 98 851 933 | 61 146 560 |
| ◆ may vote at the proxy's discretion | 229 417 571 | 93 522 311 |

• Re-election of Mr J B Jackson as a director of Limited and Plc

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1 192 626 352 | 1 192 626 352 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - | | |
| ◆ was to vote for the resolution | 709 682 351 | 851 597 925 |
| ◆ was to vote against the resolution | 124 413 582 | 151 163 032 |
| ◆ was to abstain on the resolution | 129 109 624 | 96 342 260 |
| ◆ may vote at the proxy's discretion | 229 420 795 | 93 523 135 |

Limited

Plc

• Re-election of Mr D L Keys as a director of Limited and Plc

| | | |
|---|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1 192 626 352 | 1 192 626 352 |
| ⇒ 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 | 770,604,384 | 853 590 828 |
| ◆ was to vote against the resolution | 47 242 568 | 53,783,634 |
| ◆ was to abstain on the resolution | 144 912 421 | 191 729 079 |
| ◆ may vote at the proxy's discretion | 229 866 979 | 93 522 811 |

• Appointment of Auditors to Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 192 626 352

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

| | |
|--------------------------------------|-------------|
| ◆ was to vote for the resolution | 987 166 431 |
| ◆ was to vote against the resolution | 32 266 230 |
| ◆ was to abstain on the resolution | 79 554 274 |
| ◆ may vote at the proxy's discretion | 93 639 417 |

• Adoption of a new Constitution of Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 192 626 352

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

| | |
|--------------------------------------|-------------|
| ◆ was to vote for the resolution | 881 391 427 |
| ◆ was to vote against the resolution | 116 525 907 |
| ◆ was to abstain on the resolution | 100 978 730 |
| ◆ may vote at the proxy's discretion | 93 730 288 |

• Adoption of a new Articles of Association of Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 192 626 352

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

◆ was to vote for the resolution 881 982 444

◆ was to vote against the resolution 131 976 202

◆ was to abstain on the resolution 84 923 448

◆ may vote at the proxy's discretion 93 744 258

• General authority to allot shares in Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 192 626 352

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

◆ was to vote for the resolution 1 089 270 029

◆ was to vote against the resolution 1 025 882

◆ was to abstain on the resolution 8 749 919

◆ may vote at the proxy's discretion 93 580 522

• Disapplication of pre-emptive rights in Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 192 626 352

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

◆ was to vote for the resolution 1 062 752 382

| | |
|--------------------------------------|------------|
| ◆ was to vote against the resolution | 6 897 337 |
| ◆ was to abstain on the resolution | 29 392 063 |
| ◆ may vote at the proxy's discretion | 93 584 570 |

- Renewal of authority given in the Contingent Purchase Contract of Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 192 626 352

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

| | |
|--------------------------------------|---------------|
| ◆ was to vote for the resolution | 1 017 405 171 |
| ◆ was to vote against the resolution | 69 669 803 |
| ◆ was to abstain on the resolution | 11 962 504 |
| ◆ may vote at the proxy's discretion | 93 588 874 |

- Participation of Mr B P Gilbertson in Plc's share plans

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1 192 626 352

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

| | |
|--------------------------------------|-------------|
| ◆ was to vote for the resolution | 893 865 263 |
| ◆ was to vote against the resolution | 167 071 509 |
| ◆ was to abstain on the resolution | 36 230 690 |
| ◆ may vote at the proxy's discretion | 95 458 890 |

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The BHP Billiton Group is headquartered in Australia