

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>
1 153,904,376	Receipt of the Financial CARRIED	2,856,082,420	7,514,135

Statements and Reports of BHP Billiton Plc (an ordinary 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 BHP Billiton Limited (an ordinary resolution and Joint 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 (an ordinary resolution and Joint Electorate Action)				
4	Election of Mr P M Anderson	2,946,686,512		14,811,562	55,995,750
	as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)			CARRIED	
5	Election of Mr M J Kloppers	2,950,556,097		12,597,758	
	as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)		53,899,222		CARRIED
6	Election of Mr M J Kloppers	2,950,521,623		12,600,895	53,939,220
	as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)				CARRIED
7	Election of Mr C J Lynch as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)	2,948,486,378		14,763,881	54,261,712
					CARRIED
8	Election of Mr C J Lynch as a director of BHP Billiton Limited (an ordinary	2,948,747,499		14,819,044	53,936,122
					CARRIED

	resolution and Joint Electorate Action)				
9	Election of Mr J Nasser as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)	2,941,912,180	11,197,709	64,398,133	CARRIED
10	Election of Mr J Nasser as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)	2,942,128,449	11,211,169	64,167,873	CARRIED
11	Re-election of Mr D A Crawford as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)	2,929,249,423	16,488,155	71,776,943	CARRIED
12	Re-election of Mr D A Crawford as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)	2,929,513,074	16,418,219	71,583,628	CARRIED
13	Re-election of Mr D R Argus as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)	2,963,769,955	14,689,481	39,052,086	CARRIED
14	Re-election of Mr D R Argus as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)	2,963,882,297	14,715,743	38,913,692	CARRIED
15	Re-election of Dr D C Brink as a director 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 Electorate Action)				
27	Approval of the grant of awards to Mr C W Goodyear under the GIS and the LTIP (an ordinary resolution and Joint Electorate Action)	2,906,640,689	44,416,901	65,050,426	CARRIED
28	Approval of the grant of awards to Mr M J Kloppers under the GIS and the LTIP (an ordinary resolution and Joint Electorate Action)	2,905,047,683	45,225,979	65,533,891	CARRIED
29	Approval of the grant of awards to Mr C J Lynch under the GIS and the LTIP (an ordinary resolution and Joint Electorate Action)	2,905,161,701	45,399,939	65,515,236	CARRIED
30	Approval of the BHP Billiton Global Employee Share Plan (an ordinary resolution and Joint Electorate Action)	2,982,042,781	26,381,655	7,321,891	CARRIED
31	Approval of change to the maximum aggregate remuneration aid by BHP Billiton Plc to the non-executive directors in any year (an ordinary resolution and Joint 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
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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		
	p	1,465,271,126	1,395,693,524
	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>	1,391,059,915	1,383,110,330
	<ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>	1,984,771	5,531,863



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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
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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>		
6 Election of Mr M J Kloppers as a director of BHP Billiton Limited		
	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 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 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 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 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>Ⓟ</p>	1,554,046,570	1,394,222,358
	Total number of proxy votes exercisable by all proxies validly appointed		
	<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>Ⓟ</p>	1,554,229,624	1,394,232,392
	Total number of proxy votes exercisable by all proxies validly appointed		
	<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 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 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 -

	1,468,474,779	1,312,508,157
• was to vote for the resolution		
	18,946,723	125,101,631
• was to vote against the resolution		

	<ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>	7,901,684	932,012
		72,925,997	7,083,573
	<ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>		
23	Renewal of the disapplication of pre-emption rights in BHP Billiton Plc		
	<p style="text-align: center;">p</p>	1,558,699,178	1,444,676,620
	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>	1,473,543,144	1,386,020,509
	<ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>	12,153,191	51,573,525
	<ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>	8,308,011	948,753
	<ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>	73,002,843	7,082,586
24	Approval of the repurchase of shares in BHP Billiton Plc		
	<p style="text-align: center;">p</p>	1,562,915,393	1,445,181,459
	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	1,485,844,528	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
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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 style="text-align: center;">P</p>	1,558,233,047	1,443,792,960
	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>	1,480,456,422	1,436,619,710
	<ul style="list-style-type: none"> <li>• was to vote against the resolution</li> </ul>	3,550,856	40,722
	<ul style="list-style-type: none"> <li>• was to abstain on the resolution</li> </ul>	8,775,008	1,832,413
	<ul style="list-style-type: none"> <li>• may vote at the proxy's discretion</li> </ul>	74,225,769	7,132,528
25(iii)	15 May 2007		
	<p style="text-align: center;">P</p>	1,558,177,085	1,443,789,964
	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 -

	1,480,443,114	1,436,619,708
• was to vote for the 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 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
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␣

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		

	• was to abstain on the resolution	10,781,355	54,752,536
		70,955,725	1,584,348
	• may vote at the proxy's discretion		
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 -		
	• was to vote for the resolution	1,449,403,671	1,382,058,319
	• was to vote against the resolution	38,010,598	7,230,180
	• was to abstain on the resolution	10,762,710	54,752,526
	• may vote at the proxy's discretion	71,025,644	1,584,348
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 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 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 -		
	• was to vote for the resolution	1,404,007,683	1,381,758,986
	• was to vote against the resolution	87,357,707	38,349,164
	• was to abstain on the resolution	12,049,168	23,931,574
	• may vote at the proxy's discretion	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

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 Registered in England and Wales  
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 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