

BHP BILLITON LTD  
Form 6-K  
November 28, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the Date of

13 November 2003

BHP Billiton Limited

ABN 49 004 028 077

Level 27, 180 Lonsdale Street

Melbourne Victoria 3000

Australia

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

|           |                                     |  |           |                          |
|-----------|-------------------------------------|--|-----------|--------------------------|
| Form 20-F | <input checked="" type="checkbox"/> |  | Form 40-F | <input type="checkbox"/> |
|-----------|-------------------------------------|--|-----------|--------------------------|

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

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

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

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13 November 2003

To: Company Announcements Office

The Australian Stock Exchange

4<sup>th</sup> Floor, 20 Bridge Street

SYDNEY NSW 2000

Australia

Company Announcements Office

The London Stock Exchange

Old Broad Street

London EC2N 1HP

United Kingdom

cc: New York Stock Exchange

Swiss Stock Exchange

New Zealand Stock Exchange

Johannesburg Stock Exchange

Paris Bourse (Euronext)

Deutsche Bank

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 13 November 2003 and BHP Billiton Plc ("Plc") held on 24 October 2003.

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:

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| <u>Business</u>                                                                                                                      | <u>Votes</u><br><u>For</u> | <u>Votes</u><br><u>Against</u> | <u>Votes</u><br><u>Abstained</u> | <u>Result</u> |
|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------------------|----------------------------------|---------------|
| 1. Receipt of Financial Statements and Reports of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)          | 3,183,646,317              | 4,639,261                      | 93,685,782                       | Carried       |
| 2. Receipt of Financial Statements and Reports of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)              | 3,177,527,469              | 3,110,867                      | 101,278,054                      | Carried       |
| 3. Re-election of Dr D C Brink as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)            | 3,130,753,356              | 131,002,046                    | 18,322,814                       | Carried       |
| 4. Re-election of Dr D C Brink as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)                | 3,122,987,042              | 130,565,041                    | 26,580,409                       | Carried       |
| 5. Re-election of Mr M A Chaney as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)           | 3,123,830,210              | 129,486,986                    | 18,231,783                       | Carried       |
| 6. Re-election of Mr M A Chaney as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)               | 3,116,270,481              | 129,410,130                    | 18,231,783                       | Carried       |
| 7. Re-election of Lord Renwick of Clifton as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action) | 3,101,677,708              | 139,457,173                    | 39,036,555                       | Carried       |
| 8. Re-election of Lord Renwick of Clifton as a director of BHP Billiton Plc (an ordinary resolution and                              | 3,093,911,532              | 139,680,405                    | 46,502,911                       | Carried       |

## Joint Electorate Action)

|                                                                                                                                   |               |             |            |         |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------|-------------|------------|---------|
| 9. Election of Mr M Salamon as a director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)            | 3,118,324,103 | 134,205,439 | 27,610,534 | Carried |
| 10. Election of Mr M Salamon as a director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)               | 3,107,995,840 | 134,286,578 | 35,120,576 | Carried |
| 11. Election of Dr J G Buchanan as a Director of BHP Billiton Limited (an ordinary resolution and Joint Electorate Action)        | 3,135,810,305 | 124,034,809 | 20,257,907 | Carried |
| 12. Election of Dr J G Buchanan as a Director of BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)            | 3,128,219,207 | 123,876,172 | 28,003,282 | Carried |
| 13. To re-appoint the auditors of BHP Billiton Plc (a special resolution and Joint Electorate Action)                             | 3,222,320,634 | 18,959,923  | 37,130,465 | Carried |
| 14. To renew the Directors' authority to allot shares in BHP Billiton Plc (a special resolution and Joint Electorate Action)      | 3,060,684,627 | 195,636,337 | 21,691,492 | Carried |
| 15. To renew the disapplication of pre-emption rights in BHP Billiton Plc (an ordinary resolution and Joint Electorate Action)    | 3,207,381,218 | 48,953,422  | 22,395,307 | Carried |
| 16. To authorise BHP Billiton Plc to make market purchases of its own shares (an ordinary resolution and Joint Electorate Action) | 3,196,956,996 | 68,884,997  | 19,859,545 | Carried |

Action)

|                                                                                                                                                                |               |            |            |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|------------|------------|---------|
| 17. To approve the Remuneration Report (an ordinary resolution and Joint Electorate Action)                                                                    | 3,165,112,039 | 62,084,084 | 50,771,769 | Carried |
| 18. To approve the issue of awards to Mr C W Goodyear under BHP Billiton Limited's Group Incentive Scheme (an ordinary resolution and Joint Electorate Action) | 3,182,675,236 | 83,517,088 | 39,865,626 | Carried |
| 19. To approve the issue of awards to Mr M Salamon under BHP Billiton Plc's Group Incentive Scheme (an ordinary resolution and Joint Electorate Action)        | 3,142,339,658 | 84,904,035 | 47,598,648 | Carried |

K J Wood  
Company Secretary

BHP Billiton Limited & BHP Billiton Plc

Final Proxy Position

|                                                                                               | <u>Limited</u> | <u>Plc</u>    |
|-----------------------------------------------------------------------------------------------|----------------|---------------|
| 1. Receipt of Financial Statements and Reports of BHP Billiton Limited                        |                |               |
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed                    | 1,701,716,552  | 1,584,667,026 |
| ⇒ Total number of proxy votes in respect of which the appointments specified that the proxy - |                |               |
| ◆ was to vote for the resolution                                                              | 1,498,955,997  | 1,532,475,603 |
| ◆ was to vote against the resolution                                                          | 3,983,098      | 707,602       |
| ◆ was to abstain on the resolution                                                            | 51,769,633     | 41,916,149    |

|                                      |             |           |
|--------------------------------------|-------------|-----------|
| ◆ may vote at the proxy's discretion | 147,007,824 | 9,567,672 |
|--------------------------------------|-------------|-----------|

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

|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,701,710,052 | 1,584,667,026 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,491,903,528 | 1,532,481,523 |
| ◆ was to vote against the resolution | 2,465,712     | 698,801       |
| ◆ was to abstain on the resolution   | 59,362,969    | 41,915,085    |
| ◆ may vote at the proxy's discretion | 147,977,843   | 9,571,617     |

## 3. Re-election of Dr D C Brink as a director of BHP Billiton Limited

|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,699,862,772 | 1,584,667,026 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,504,116,029 | 1,472,998,616 |
| ◆ was to vote against the resolution | 38,470,870    | 92,575,599    |
| ◆ was to abstain on the resolution   | 8,787,885     | 9,534,929     |
| ◆ may vote at the proxy's discretion | 148,487,988   | 9,557,882     |

## 4. Re-election of Dr D C Brink as a director of BHP Billiton Plc

|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,699,952,840 | 1,584,667,026 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,495,492,294 | 1,473,000,884 |
| ◆ was to vote against the resolution | 37,953,039    | 92,661,569    |
| ◆ was to abstain on the resolution   | 17,131,152    | 9,449,257     |
| ◆ may vote at the proxy's discretion | 149,376,355   | 9,555,316     |

#### 5. Re-election of Mr M A Chaney as a director of BHP Billiton Limited

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1,699,952,840 1,584,667,026

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,506,147,325 | 1,464,213,761 |
| ◆ was to vote against the resolution | 36,976,111    | 92,662,229    |
| ◆ was to abstain on the resolution   | 8,623,345     | 18,231,783    |
| ◆ may vote at the proxy's discretion | 148,206,059   | 9,559,253     |

#### 6. Re-election of Mr M A Chaney as a director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1,698,951,065 1,584,667,026

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,497,563,880 | 1,464,217,494 |
| ◆ was to vote against the resolution | 36,898,238    | 92,661,463    |
| ◆ was to abstain on the resolution   | 16,218,817    | 18,231,783    |

|                                      |             |           |
|--------------------------------------|-------------|-----------|
| ◆ may vote at the proxy's discretion | 148,270,130 | 9,556,286 |
|--------------------------------------|-------------|-----------|

7. Re-election of Lord Renwick of Clifton as a director of BHP Billiton Limited

|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,699,944,255 | 1,584,667,026 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,492,636,768 | 1,454,921,125 |
| ◆ was to vote against the resolution | 41,632,880    | 98,492,132    |
| ◆ was to abstain on the resolution   | 17,340,668    | 21,695,887    |
| ◆ may vote at the proxy's discretion | 148,333,939   | 9,557,882     |

8. Re-election of Lord Renwick of Clifton as a director of BHP Billiton Plc

|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,699,941,355 | 1,584,667,026 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,484,013,685 | 1,454,921,207 |
| ◆ was to vote against the resolution | 41,781,130    | 98,495,680    |
| ◆ was to abstain on the resolution   | 24,808,088    | 21,694,823    |
| ◆ may vote at the proxy's discretion | 149,338,452   | 9,555,316     |

9. Election of Mr M Salamon as a director of BHP Billiton Limited

|                                                  |               |               |
|--------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all | 1,699,951,989 | 1,584,667,026 |
|--------------------------------------------------|---------------|---------------|

proxies validly appointed

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,501,060,776 | 1,463,113,801 |
| ◆ was to vote against the resolution | 40,658,655    | 93,722,484    |
| ◆ was to abstain on the resolution   | 9,339,152     | 18,271,382    |
| ◆ may vote at the proxy's discretion | 148,893,406   | 9,559,359     |

#### 10. Election of Mr M Salamon as a director of BHP Billiton Plc

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

|               |               |
|---------------|---------------|
| 1,697,251,989 | 1,584,667,026 |
|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,489,711,279 | 1,463,112,572 |
| ◆ was to vote against the resolution | 40,735,862    | 93,726,416    |
| ◆ was to abstain on the resolution   | 16,852,822    | 18,267,754    |
| ◆ may vote at the proxy's discretion | 149,952,026   | 9,560,284     |

#### 11. To elect Dr J G Buchanan as a Director of BHP Billiton Limited

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

|               |               |
|---------------|---------------|
| 1,699,918,362 | 1,584,667,026 |
|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,508,864,993 | 1,472,181,357 |
| ◆ was to vote against the resolution | 30,701,165    | 93,476,214    |

|                                      |             |           |
|--------------------------------------|-------------|-----------|
| ◆ was to abstain on the resolution   | 10,810,382  | 9,447,525 |
| ◆ may vote at the proxy's discretion | 149,541,822 | 9,561,930 |

12. To elect Dr J G Buchanan as a Director of BHP Billiton Plc

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1,699,952,840 1,584,667,026

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,500,495,451 | 1,472,183,273 |
| ◆ was to vote against the resolution | 30,536,062    | 93,478,842    |
| ◆ was to abstain on the resolution   | 18,556,257    | 9,447,025     |
| ◆ may vote at the proxy's discretion | 150,365,070   | 9,557,886     |

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

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1,698,205,125 1,584,665,945

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,523,308,248 | 1,544,946,192 |
| ◆ was to vote against the resolution | 9,934,325     | 9,061,839     |
| ◆ was to abstain on the resolution   | 16,036,622    | 21,093,843    |
| ◆ may vote at the proxy's discretion | 148,925,930   | 9,564,071     |

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

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|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,697,827,445 | 1,584,667,026 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,480,828,156 | 1,424,825,605 |
| ◆ was to vote against the resolution | 47,846,954    | 147,898,999   |
| ◆ was to abstain on the resolution   | 19,310,480    | 2,381,012     |
| ◆ may vote at the proxy's discretion | 149,841,855   | 9,561,410     |

15. To renew the disapplication of pre-emption rights in BHP Billiton plc

|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,699,609,238 | 1,583,667,026 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,485,396,005 | 1,566,361,138 |
| ◆ was to vote against the resolution | 43,656,111    | 5,368,215     |
| ◆ was to abstain on the resolution   | 20,018,755    | 2,376,552     |
| ◆ may vote at the proxy's discretion | 150,538,367   | 9,561,121     |

16. To authorise BHP Billiton Plc to make market purchases of its own shares

|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,705,526,003 | 1,584,666,760 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                  |               |               |
|----------------------------------|---------------|---------------|
| ◆ was to vote for the resolution | 1,468,247,526 | 1,573,147,652 |
|----------------------------------|---------------|---------------|

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|                                      |             |           |
|--------------------------------------|-------------|-----------|
| ◆ was to vote against the resolution | 68,278,010  | 652,227   |
| ◆ was to abstain on the resolution   | 18,554,171  | 1,305,374 |
| ◆ may vote at the proxy's discretion | 150,446,296 | 9,561,507 |

17. To approve the Remuneration Report

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1,697,875,617 1,584,667,026

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,495,883,341 | 1,515,373,289 |
| ◆ was to vote against the resolution | 31,064,578    | 31,141,091    |
| ◆ was to abstain on the resolution   | 22,189,889    | 28,581,880    |
| ◆ may vote at the proxy's discretion | 148,737,809   | 9,570,766     |

18. To approve the issue of awards to Mr C W Goodyear under BHP Billiton Limited's Group Incentive Scheme

⇒ Total number of proxy votes exercisable by all proxies validly appointed 1,727,874,074 1,582,919,985

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,469,161,214 | 1,533,204,140 |
| ◆ was to vote against the resolution | 69,660,357    | 13,713,663    |
| ◆ was to abstain on the resolution   | 13,435,259    | 26,430,367    |
| ◆ may vote at the proxy's discretion | 175,617,244   | 9,571,815     |

19. To approve the issue of awards to Mr M Salamon under BHP Billiton Plc's Group Incentive Scheme

|                                                                            |               |               |
|----------------------------------------------------------------------------|---------------|---------------|
| ⇒ Total number of proxy votes exercisable by all proxies validly appointed | 1,694,908,043 | 1,584,667,028 |
|----------------------------------------------------------------------------|---------------|---------------|

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

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| ◆ was to vote for the resolution     | 1,456,327,639 | 1,534,952,409 |
| ◆ was to vote against the resolution | 71,062,696    | 13,715,919    |
| ◆ was to abstain on the resolution   | 21,167,823    | 26,430,825    |
| ◆ may vote at the proxy's discretion | 146,349,885   | 9,567,875     |

BHP Billiton Limited ABN 49 004 028 077

BHP Billiton Plc Registration number 3196209

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

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

The BHP Billiton Group is headquartered in Australia

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## SIGNATURES

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

BHP BILLITON

LIMITED  
/s/ KAREN WOOD

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Karen Wood  
Title: Company Secretary  
Date:

13 November 2003

