

BHP BILLITON PLC  
Form 6-K  
February 17, 2009

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 27, 2008

## **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)

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

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 [x] No

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

n/a

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Company Secretariat

27 November 2008

To: Australian Securities Exchange  
London Stock Exchange

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

For announcement to market

Please find attached the results of the business conducted at the meetings of shareholders of BHP Billiton Limited ("Limited") held in Melbourne, Australia on 27 November 2008 and BHP Billiton Plc ("Plc") held in London, United Kingdom on 23 October 2008.

As required by the Dual Listed Companies Structure, a poll was conducted on each of the proposed resolutions. Each resolution is a Joint Electorate Action. The poll results for BHP Billiton Limited and BHP Billiton Plc are attached.

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.

Jane McAloon

Group Company Secretary

The poll results for BHP Billiton Limited and BHP Billiton Plc as follows:

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	<u>Business</u>	<u>Votes</u> <u>For</u>	<u>Votes</u> <u>Against</u>	<u>Votes Abstained</u>	<u>Result</u>
1	Receipt of the Financial Statements and Reports of BHP Billiton Plc (an ordinary resolution)	2,961,057,847	5,382,532	4,769,933	CARRIED
2	Receipt of the Financial Statements and Reports of BHP Billiton Limited (an ordinary resolution)	2,961,412,562	5,207,518	4,598,190	CARRIED
3	Re-election of Mr P M Anderson as a director of BHP Billiton Plc (an ordinary resolution)	2,953,253,505	14,405,578	3,460,239	CARRIED
4	Re-election of Mr P M Anderson as a director of BHP Billiton Limited (an ordinary resolution)	2,953,059,077	14,630,118	3,398,233	CARRIED
5	Re-election of Mr D R Argus as a director of BHP Billiton Plc (an ordinary resolution)	2,942,744,205	25,186,956	3,249,367	CARRIED
6	Re-election of Mr D R Argus as a director of BHP Billiton Limited (an ordinary resolution)	2,943,012,352	25,052,783	3,156,608	CARRIED
7	Re-election of Dr J G S Buchanan as a director of BHP Billiton Plc (an ordinary resolution)	2,962,150,339	5,570,202	3,406,709	CARRIED

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8	Re-election of Dr J G S Buchanan as a director of BHP Billiton Limited (an ordinary resolution)	2,962,191,553	5,503,387	3,428,251	CARRIED
9	Re-election of Mr D A Crawford as a director of BHP Billiton Plc (an ordinary resolution)	2,953,167,392	13,618,980	4,324,677	CARRIED
10	Re-election of Mr D A Crawford as a director of BHP Billiton Limited (an ordinary resolution)	2,953,179,927	13,684,109	4,250,097	CARRIED
11	Re-election of Mr J Nasser as a director of BHP Billiton Plc (an ordinary resolution)	2,956,827,558	10,594,526	3,641,906	CARRIED
12	Re-election of Mr J Nasser as a director of BHP Billiton Limited (an ordinary resolution)	2,957,020,175	10,482,194	3,566,026	CARRIED
13	Re-election of Dr J M Schubert as a director of BHP Billiton Plc (an ordinary resolution)	2,962,220,943	5,352,788	3,529,314	CARRIED
14	Re-election of Dr J M Schubert as a director of BHP Billiton Limited (an ordinary resolution)	2,962,217,686	5,372,025	3,518,386	CARRIED
15	Election of Mr A L Boeckmann as a director of BHP Billiton Plc (an ordinary resolution)	2,926,970,061	39,779,729	4,342,821	CARRIED

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16	Election of Mr A L Boeckmann as a director of BHP Billiton Limited (an ordinary resolution)	2,926,856,593	39,970,127	4,255,006	CARRIED
17	Election of Mr S Mayne as a director of BHP Billiton Plc (an ordinary resolution)	365,652,161	2,588,562,777	19,916,590	NOT CARRIED
18	Election of Mr S Mayne as a director of BHP Billiton Limited (an ordinary resolution)	365,906,725	2,588,337,573	19,857,072	NOT CARRIED
19	Election of Dr D R Morgan as a director of BHP Billiton Plc (an ordinary resolution)	2,960,473,957	6,616,333	4,015,678	CARRIED
20	Election of Dr D R Morgan as a director of BHP Billiton Limited (an ordinary resolution)	2,960,603,592	6,610,269	3,891,107	CARRIED
21	Election of Mr K C Rumble as a director of BHP Billiton Plc (an ordinary resolution)	2,959,951,478	6,894,543	4,220,308	CARRIED
22	Election of Mr K C Rumble as a director of BHP Billiton Limited (an ordinary resolution)	2,960,052,575	6,884,054	4,148,510	CARRIED
23	Re-appointment of KPMG Audit Plc as auditor of BHP Billiton Plc (an ordinary resolution)	2,930,314,537	8,958,381	31,793,096	CARRIED
24	Renewal of the general authority to allot shares in BHP Billiton Plc (an	2,831,839,326	128,802,441	10,419,092	CARRIED

	ordinary resolution)				
25	Renewal of the disapplication of pre-emption rights in BHP Billiton Plc (a special resolution)	2,863,249,354	87,189,321	20,587,523	CARRIED
26	Approval of the repurchase of shares in BHP Billiton Plc (a special resolution)	2,944,181,391	8,602,805	18,262,346	CARRIED
27	Approval of the cancellation of shares in BHP Billiton Plc held in BHP Billiton Limited each of the following dates (each one a special resolution):				
27(i)	30 April 2009	2,939,697,103	2,944,074	13,549,400	CARRIED
27(ii)	29 May 2009	2,954,556,749	2,937,091	13,554,057	CARRIED
27(iii)	15 June 2009	2,954,565,149	2,944,349	13,538,399	CARRIED
27(iv)	31 July 2009	2,954,555,898	2,942,862	13,549,137	CARRIED
27(v)	15 September 2009	2,954,678,373	2,839,653	13,529,871	CARRIED
27(vi)	30 November 2009	2,954,532,078	3,091,565	13,391,720	CARRIED
28	Approval of the Remuneration Report (an ordinary resolution)	2,885,455,350	48,995,064	24,691,675	CARRIED
29	Amendments to Rules of Group Incentive Scheme (an ordinary resolution)	2,731,253,648	164,904,880	74,763,021	CARRIED

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30	Approval of the grant of awards to Mr M J Kloppers under the GIS and the LTIP (an ordinary resolution)	2,856,144,616	69,584,792	45,188,655	CARRIED
31	Approve a change to the maximum aggregate remuneration paid by BHP Billiton Plc to non-executive Directors in any year (an ordinary resolution)	2,853,531,184	77,414,486	8,426,551	CARRIED
32	Approve a change to the maximum aggregate remuneration paid by BHP Billiton Limited to non-executive Directors in any year (an ordinary resolution)	2,853,711,391	77,154,228	8,633,307	CARRIED
33	To approve the amendments to the Articles of Association of BHP Billiton Plc (a special resolution)	2,937,261,503	10,279,794	23,474,193	CARRIED
34	To approve the amendments to the Constitution of BHP Billiton Limited (a special resolution)	2,937,985,153	9,741,717	23,307,640	CARRIED

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		
Total number of proxy votes exercisable by all proxies validly appointed	1,413,614,443	1,471,051,535
Total number of proxy votes in respect of which the appointments specified that the proxy -		
was to vote for the resolution	1,343,555,488	1,467,053,561
was to vote against the resolution	1,587,702	3,793,492
was to abstain on the resolution	2,999,076	1,770,857
may vote at the proxy's discretion	68,471,253	204,482
2 Receipt of the Financial Statements and Reports of BHP Billiton Limited		
Total number of proxy votes exercisable by all proxies validly appointed	1,413,794,342	1,471,040,729
Total number of proxy votes in respect of which the appointments specified that the proxy -		
was to vote for the resolution	1,343,983,308	1,467,032,946
was to vote against the resolution	1,408,431	3,797,749
was to abstain on the resolution	2,815,602	1,782,588
may vote at the proxy's discretion	68,402,603	210,034

3 Re-election of Mr P M Anderson as a director of BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,413,465,729	1,472,455,319
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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	1,339,436,672	1,464,183,961
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was to vote against the resolution	6,221,066	8,060,308
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was to abstain on the resolution	3,140,984	319,255
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may vote at the proxy's discretion	67,807,991	211,050
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4 Re-election of Mr P M Anderson as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,413,539,986	1,472,455,319
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Total number of proxy votes in respect of which the appointments specified that the proxy

-

was to vote for the resolution	1,339,436,857	1,464,173,880
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was to vote against the resolution	6,281,059	8,063,928
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was to abstain on the resolution	3,078,978	319,255
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may vote at the proxy's discretion	67,822,070	217,511
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Re-election of Mr D R Argus as a director of BHP  
Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,413,683,337	1,472,459,739
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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	1,333,479,612	1,460,095,999
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was to vote against the resolution	12,756,368	12,157,204
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was to abstain on the resolution	2,934,532	314,835
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may vote at the proxy's discretion	67,447,357	206,536
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6 Re-election of Mr D R Argus as a director of BHP  
Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,413,776,686	1,472,459,149
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Total number of proxy votes in respect of which the appointments specified that the proxy

-

was to vote for the resolution	1,333,600,368	1,460,089,893
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was to vote against the resolution	12,793,660	12,155,409
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was to abstain on the resolution	2,841,183	315,425
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may vote at the proxy's discretion	67,382,658	213,847
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7 Re-election of Dr J G S Buchanan as a director of BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,413,524,460	1,472,457,609
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,341,864,255	1,470,356,405
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was to vote against the resolution	3,683,934	1,889,574
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was to abstain on the resolution	3,089,754	316,955
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may vote at the proxy's discretion	67,976,271	211,630
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8 Re-election of Dr J G S Buchanan as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,413,499,411	1,472,457,057
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,341,926,059	1,470,349,968
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was to vote against the resolution	3,580,937	1,888,623
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was to abstain on the resolution	3,110,734	317,517
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may vote at the proxy's discretion	67,992,415	218,466
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9 Re-election of Mr D A Crawford as a director of BHP Billiton Plc

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Total number of proxy votes exercisable by all proxies validly appointed	1,413,463,286	1,471,594,928
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,341,658,892	1,461,847,168
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was to vote against the resolution	3,804,454	9,541,270
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was to abstain on the resolution	3,145,031	1,179,646
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may vote at the proxy's discretion	67,999,940	206,490
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10 Re-election of Mr D A Crawford as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,413,540,588	1,471,595,290
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,341,785,998	1,461,839,473
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was to vote against the resolution	3,868,674	9,542,179
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was to abstain on the resolution	3,070,813	1,179,284
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may vote at the proxy's discretion	67,885,916	213,638
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11 Re-election of Mr J Nasser as a director of BHP Billiton Plc

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Total number of proxy votes exercisable by all proxies validly appointed	1,413,290,093	1,472,451,050
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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	1,339,955,510	1,467,128,182
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was to vote against the resolution	5,295,656	5,115,335
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was to abstain on the resolution	3,318,652	323,254
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may vote at the proxy's discretion	68,038,927	207,533
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12 Re-election of Mr J Nasser as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,413,369,398	1,472,452,030
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Total number of proxy votes in respect of which the appointments specified that the proxy

-

was to vote for the resolution	1,340,211,107	1,467,121,349
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was to vote against the resolution	5,182,981	5,115,678
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was to abstain on the resolution	3,243,482	322,544
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may vote at the proxy's discretion	67,975,310	215,003
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13 Re-election of Dr J M Schubert as a director of BHP Billiton Plc

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Total number of proxy votes exercisable by all proxies validly appointed	1,413,400,894	1,472,451,428
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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	1,341,446,752	1,470,858,117
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was to vote against the resolution	3,880,358	1,385,001
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was to abstain on the resolution	3,206,168	323,146
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may vote at the proxy's discretion	68,073,784	208,310
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14 Re-election of Dr J M Schubert as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,413,417,780	1,472,450,522
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Total number of proxy votes in respect of which the appointments specified that the proxy

-

was to vote for the resolution	1,341,511,134	1,470,850,783
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was to vote against the resolution	3,900,010	1,384,586
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was to abstain on the resolution	3,196,434	321,952
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may vote at the proxy's discretion	68,006,636	215,153
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15 Election of Mr A L Boeckmann as a director of BHP Billiton Plc

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Total number of proxy votes exercisable by all proxies validly appointed	1,412,585,234	1,472,457,120
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,337,920,702	1,450,808,645
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was to vote against the resolution	6,329,623	21,438,233
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was to abstain on the resolution	4,025,552	317,269
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may vote at the proxy's discretion	68,334,909	210,242
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16 Election of Mr A L Boeckmann as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,412,664,230	1,472,455,054
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,337,873,599	1,450,711,295
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was to vote against the resolution	6,437,900	21,525,771
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was to abstain on the resolution	3,937,058	317,948
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may vote at the proxy's discretion	68,352,731	217,988
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17 Election of Mr S Mayne as a director of BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,411,528,914	1,460,908,005
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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	109,521,740	252,753,811
was to vote against the resolution	1,237,743,561	1,207,954,631
was to abstain on the resolution	8,027,990	11,888,600
may vote at the proxy's discretion	64,263,613	199,563

18 Election of Mr S Mayne as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,411,558,854	1,460,907,425
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Total number of proxy votes in respect of which the appointments specified that the proxy

-

was to vote for the resolution	109,681,225	252,838,438
was to vote against the resolution	1,237,681,745	1,207,861,341
was to abstain on the resolution	7,969,028	11,888,044
may vote at the proxy's discretion	64,195,884	207,646

19 Election of Dr D R Morgan as a director of BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,412,900,543	1,472,454,214
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Total number of proxy votes in respect of which the appointments specified that the proxy

-

was to vote for the resolution	1,339,730,495	1,470,864,038
was to vote against the resolution	5,208,084	1,381,731
was to abstain on the resolution	3,695,318	320,360
may vote at the proxy's discretion	67,961,964	208,445

20 Election of Dr D R Morgan as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,413,024,838	1,472,454,490
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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	1,339,935,777	1,470,857,158
was to vote against the resolution	5,202,126	1,381,579
was to abstain on the resolution	3,571,023	320,084
may vote at the proxy's discretion	67,886,935	215,753

21 Election of Mr K C Rumble as a director of BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,412,672,741	1,472,454,129
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,338,557,257	1,470,864,912
was to vote against the resolution	5,351,686	1,379,604
was to abstain on the resolution	3,899,863	320,445
may vote at the proxy's discretion	68,763,798	209,613

22 Election of Mr K C Rumble as a director of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,412,756,176	1,472,461,302
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,338,759,711	1,470,855,787
was to vote against the resolution	5,332,900	1,387,901
was to abstain on the resolution	3,828,538	319,972
may vote at the proxy's discretion	68,663,565	217,614

23 Re-appointment of KPMG Audit Plc as auditor of BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,413,264,561	1,444,311,623
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Total number of proxy votes in respect of which the appointments specified that the

proxy -

was to vote for the resolution	1,342,379,087	1,437,573,202
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was to vote against the resolution	2,424,113	6,530,300
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was to abstain on the resolution	3,330,145	28,462,951
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may vote at the proxy's discretion	68,461,361	208,121
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24 General authority to allot shares in BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,410,145,953	1,468,795,615
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,325,705,335	1,355,661,827
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was to vote against the resolution	15,733,605	112,925,898
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was to abstain on the resolution	6,441,333	3,977,759
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may vote at the proxy's discretion	68,707,013	207,890
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25 Renewal of the disapplication of pre-emption rights in BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,408,001,885	1,460,769,255
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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	1,325,842,742	1,386,467,308
was to vote against the resolution	13,041,804	74,094,085
was to abstain on the resolution	8,582,204	12,005,319
may vote at the proxy's discretion	69,117,339	207,862

26 Approval of repurchase of shares in BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,409,836,990	1,461,287,952
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,336,249,192	1,456,932,876
was to vote against the resolution	4,400,032	4,151,227
was to abstain on the resolution	6,775,724	11,486,622
may vote at the proxy's discretion	69,187,766	203,849

27 Approval of the cancellation of shares in BHP Billiton Plc held in BHP Billiton Limited on each of the following dates:

27(i) 30 April 2009

Total number of proxy votes exercisable by all proxies validly appointed	1,408,112,242	1,467,729,293
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,336,279,000	1,467,241,007
was to vote against the resolution	2,644,372	273,995
was to abstain on the resolution	8,504,499	5,044,901
may vote at the proxy's discretion	69,188,870	214,291

27(ii) 29 May 2009

Total number of proxy votes exercisable by all proxies validly appointed	1,408,108,965	1,467,729,463
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,336,103,396	1,467,238,980
was to vote against the resolution	2,637,912	273,472
was to abstain on the resolution	8,509,326	5,044,731
may vote at the proxy's discretion	69,367,657	217,011

27(iii) 15 June 2009

Total number of proxy votes exercisable by all proxies validly appointed	1,408,124,623	1,467,729,463
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Total number of proxy votes in respect of which the appointments specified that the proxy

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	1,336,090,002	1,467,241,365
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was to vote for the resolution		
was to vote against the resolution	2,645,472	273,170
was to abstain on the resolution	8,493,668	5,044,731
may vote at the proxy's discretion	69,389,149	214,928

27(iv) 31 July 2009

Total number of proxy votes exercisable by all proxies validly appointed	1,408,113,885	1,467,729,463
Total number of proxy votes in respect of which the appointments specified that the proxy -		
was to vote for the resolution	1,336,076,315	1,467,234,753
was to vote against the resolution	2,643,985	273,170
was to abstain on the resolution	8,504,406	5,044,731
may vote at the proxy's discretion	69,393,585	221,540

27(v) 15 September 2009

Total number of proxy votes exercisable by all proxies validly appointed	1,408,133,121	1,467,729,493
Total number of proxy votes in respect of which the appointments specified that the proxy -		
was to vote for the resolution	1,336,031,213	1,467,375,668
was to vote against the resolution	2,673,050	138,721

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	was to abstain on the resolution	8,485,170	5,044,701
	may vote at the proxy's discretion	69,428,858	215,104
27(vi)	30 November 2009		
	Total number of proxy votes exercisable by all proxies validly appointed	1,408,253,013	1,467,729,308
	Total number of proxy votes in respect of which the appointments specified that the proxy -		
	was to vote for the resolution	1,335,093,403	1,467,230,033
	was to vote against the resolution	2,789,804	274,061
	was to abstain on the resolution	8,346,834	5,044,886
	may vote at the proxy's discretion	70,369,806	225,214
28	Approval of the Remuneration Report		
	Total number of proxy votes exercisable by all proxies validly appointed	1,407,772,524	1,456,886,704
	Total number of proxy votes in respect of which the appointments specified that the proxy -		
	was to vote for the resolution	1,313,335,767	1,434,396,072
	was to vote against the resolution	26,300,193	22,282,237



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	was to abstain on the resolution	8,806,006	15,885,669
	may vote at the proxy's discretion	68,136,564	208,395
29	Amendments to Rules of Group Incentive Scheme		
	Total number of proxy votes exercisable by all proxies validly appointed	1,401,963,334	1,412,653,642
	Total number of proxy votes in respect of which the appointments specified that the proxy -		
	was to vote for the resolution	1,268,320,609	1,325,580,902
	was to vote against the resolution	65,388,953	86,867,494
	was to abstain on the resolution	14,641,590	60,121,431
	may vote at the proxy's discretion	68,253,772	205,246
30	Approve the grant of awards to Mr M J Kloppers under the GIS and the LTIP		
	Total number of proxy votes exercisable by all proxies validly appointed	1,409,730,479	1,434,467,361
	Total number of proxy votes in respect of which the appointments specified that the proxy -		
	was to vote for the resolution	1,296,142,699	1,423,899,449
	was to vote against the resolution	47,085,449	10,361,197
	was to abstain on the resolution	6,881,442	38,307,213
		66,502,331	206,715

may vote at the  
proxy's discretion

31 Change to maximum aggregate remuneration paid by BHP Billiton Plc to non-executive Directors in any year

Total number of proxy votes exercisable by all proxies validly appointed	1,378,330,216	1,471,367,006
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,274,377,307	1,469,603,456
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was to vote against the resolution	75,274,354	1,703,253
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was to abstain on the resolution	7,160,209	1,266,342
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may vote at the proxy's discretion	28,678,555	60,297
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32 Change to maximum aggregate remuneration paid by BHP Billiton Limited to non-executive Directors in any year

Total number of proxy votes exercisable by all proxies validly appointed	1,378,261,439	1,471,362,424
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,274,520,172	1,469,595,904
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was to vote against the resolution	75,018,631	1,700,202
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was to abstain on the resolution	7,364,850	1,268,457
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may vote at the proxy's discretion	28,722,636	66,318
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33 Amendments to the Articles of Association of BHP Billiton Plc

Total number of proxy votes exercisable by all proxies validly appointed	1,409,734,389	1,456,151,434
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,332,578,119	1,454,133,261
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was to vote against the resolution	8,478,819	1,807,514
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was to abstain on the resolution	6,853,404	16,620,789
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may vote at the proxy's discretion	68,677,451	210,659
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34 Amendments to the Constitution of BHP Billiton Limited

Total number of proxy votes exercisable by all proxies validly appointed	1,409,917,735	1,456,154,862
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Total number of proxy votes in respect of which the appointments specified that the proxy -

was to vote for the resolution	1,333,186,629	1,454,141,745
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was to vote against the resolution	7,955,407	1,795,024
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was to abstain on the resolution	6,687,928	16,619,712
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may vote at the proxy's discretion	68,775,699	218,093
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BHP Billiton Limited ABN 49 004 028 077

BHP Billiton Plc Registration number 3196209

Registered in Australia

Registered in England and Wales

Registered Office: 180 Lonsdale Street Melbourne  
Victoria 3000

Registered Office: Neathouse Place London SW1V  
1BH United Kingdom

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: 27 November 2008

By: Jane McAloon

Name: Jane McAloon

Title: Group Company Secretary