

BHP BILLITON LTD
Form 6-K
May 29, 2002

28th May 2002

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ASX Appendix 3B - Application for Quotation of Additional Securities

Please find following a copy of a notice to the Australian Stock Exchange in accordance with Appendix 3B of it's listing rules for the information of your local market.

Karen Wood - Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement,
application for quotation of additional securities
and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000.

Name of entity
BHP BILLITON LIMITED

ACN, ARBN or ARSN
004 028 077

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	<p>+</p> <p>Class of +securities issued or to be issued</p>	Fully Paid Ordinary Shares
2	<p>Number of</p> <p>+securities issued or to be issued (if known) or maximum number which may be issued</p>	<p>16,123,828 (excluding shares bought back & cancelled)</p> <p>OR</p> <p>11,989,206 (net of buyback cancellations)</p>
3	<p>Principal terms of the</p> <p>+securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	Not applicable
4	<p>Do the</p> <p>+securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p>	The additional securities rank equally in all respects with existing quoted securities from the date of allotment or, in the case of Executive Share Scheme shares, from the date of payment of the final call

	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>amount.</p>
<p>5</p>	<p>Issue price or consideration</p>	<p>i. Executive Share Scheme:</p> <p>80,000 @ \$10.65 a share paid to sixty seven cents.</p> <p>55,000 @ \$ 8.41 a share paid to sixty seven cents.</p> <p>68,500 @ \$ 9.85 a share paid to sixty seven cents.</p> <p>105,000 @ \$10.98 a share paid to sixty seven cents.</p> <p>311,500 @ \$13.58 a share paid to sixty seven cents.</p> <p>138,000 @ \$16.68 a share paid to sixty seven cents.</p> <p>35,000 @ \$19.61 a share paid to sixty seven cents.</p> <p>80,000 @ \$18.23 a share paid to sixty seven cents.</p> <p>135,000 @ \$16.22 a share paid to sixty seven cents.</p> <p>330,000 @ \$15.99 a share paid to sixty seven cents.</p> <p>65,000 @ \$13.52 a share paid to seventy one cents.</p> <p>ii. Employee Share Plan:</p>

		<p>204,500 @ \$18.51 a share</p> <p>72,500 @ \$19.42 a share</p> <p>30,000 @ \$18.52 a share</p> <p>344,500 @ \$15.55 a share</p> <p>241,000 @ \$15.56 a share</p> <p>200,000 @ \$18.96 a share</p> <p>2,078,584 @ \$15.32 a share</p> <p>125,500 @ \$18.97 a share</p> <p>1,377,764 @ \$15.33 a share</p> <p>54,500 @ \$14.73 a share</p> <p>62,500 @ \$14.74 a share</p> <p>547,000 @ \$15.72 a share</p> <p>2,000 @ \$17.05 a share</p> <p>782,500 @ \$15.73 a share</p> <p>25,000 @ \$17.06 a share</p> <p>316,000 @ \$15.55 a share</p> <p>1,410,750 @ \$15.56 a share</p> <p>6,846,230 @ \$ 1.00 a share</p> <p>iii. 4,134,622 shares were purchased and cancelled under the company's on-market buy back program</p>
<p>6</p>	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>i. The purpose and terms of issue in respect of the Executive Share Scheme are contained in the Explanatory Booklet (previously forwarded).</p> <p>ii. Allotment of 7,874,598 shares issued as a result of exercised options to shareholders participating in the Company's Employee Share Plan in accordance with the terms and conditions of the Plan.</p> <p>iii. Allotment of 6,846,230 shares issued as a result of exercised options in consideration of the July 2001 BHP Billiton DLC Merger 1.0651 for 1 Bonus Issue to</p>

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		<p>shareholders participating in the Company's Employee Share Plan & Executive Share Scheme.</p> <p>iv. Employee Share Plan: The purpose and terms of issue in respect of the Employee Share Plan are contained in the Explanatory Booklet (previously forwarded).</p> <p>v. On-market buyback undertaken for capital management purposes (refer Appendix 3C lodged 8 February 2001)</p>	
7	<p>Dates of entering</p> <p>+securities into uncertificated holdings or despatch of certificates</p>	<p>a. Executive Share Scheme: 17 April 2001 to 13 March 2002.</p> <p>b. Employee Share Plan Options: 2 April 2001 to 28 March 2002.</p> <p>c. On-market buy back shares cancelled: 24 September 2001 to 4 October 2001.</p>	
		Number	+
			Class
8	<p>Number and</p> <p>+class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	3,714,129,241	Ordinary shares fully paid
		Number	+
			Class
9	<p>Number and</p> <p>+class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	42,236,802	Employee Share Plan Options
		320,000	Ordinary shares paid to 71 cents
		2,728,500	Ordinary shares paid to 67 cents
		7,476,327	Performance Share Plan Performance Rights

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The additional securities will participate fully in future dividends

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or non-renounceable?	Not Applicable
13	Ratio in which the +securities will be offered	Not Applicable
14	+ Class of +securities to which the offer relates	Not Applicable
15	+ Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable

18	<p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	<p>Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders</p>	Not Applicable

25	If the issue is contingent on +security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do	Not Applicable

	+security holders dispose of their entitlements (except by sale through a broker)?	
33	+ Despatch date	Not Applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities

(tick one)

(a) Securities described in Part 1
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(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 N/A The names of the 20 largest holders of the additional
 +securities, and the number and percentage of additional +securities held by those holders

36 N/A A distribution schedule of the additional
 +securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 N/A A copy of any trust deed for the additional
 +securities

(now go to 43)

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	Not Applicable
39	Class of +securities for which quotation is sought	Not Applicable
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do	Not Applicable

	<ul style="list-style-type: none"> • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	Not Applicable

		Number	+
			Class
42	<p>Number and</p> <p>+class of all +securities quoted on ASX (including the securities in clause 38)</p>	Not Applicable	

(now go to 43)

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

To be invoiced

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Quotation agreement

1

+Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant to ASX that the issue of the

+securities to be quoted complies with the law and is not for an illegal purpose, and that there is no reason why those +securities should not be granted +quotation. We warrant to ASX that an offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Law.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before

+quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date:

(~~Director~~/Deputy Company Secretary)

Print name:

BHP Billiton Limited ABN 49 004 028 077
Registered in Australia
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The BHP Billiton Group is headquartered in Australia