

BHP BILLITON LTD
Form 6-K
October 03, 2005

**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
September 19 , 2005
BHP Billiton Limited**

(Translation of registrant's name into English)
180 Lonsdale Street Melbourne VIC 3000 Australia

(Address of principal executive office)

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 No

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

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

Date: 19 September 2005

By: Karen Wood
Name: Karen Wood
Title: Company Secretary

Proxy Voting

How to complete this form

If you are unable to attend the Annual General Meeting to be held in Perth on Friday, 25 November 2005 at 10.30am (Perth time), you are encouraged to appoint a person or body corporate who will attend as your proxy and exercise your right to vote your shares. Note that if you appoint a body corporate as your proxy, the body corporate should appoint a person as its representative at the Annual General Meeting in accordance with section 250D of the Corporations Act.

Appointment of a second proxy

A shareholder is entitled to appoint up to two persons (whether shareholders or not) to attend the meeting and vote. A separate proxy form should be used for each proxy appointment. An additional proxy form will be supplied on request.

Any questions?

Telephone: (Australia only) 1300 656 780; (International) (61 3) 9415 4020 for an additional proxy form or if you have any questions on how to complete this form.

Directing your proxy how to vote

If you wish to direct your proxy how to vote (or not to vote) on any resolution, place a mark (X) in the For , Against or Abstain box.

Signing instructions

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the proxy form must be signed by the shareholder or the shareholder's attorney.

Joint holding: Where the holding is in more than one name, all of the holders should sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this proxy form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this proxy form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Internet voting: Go to www.bhpbilliton.com, click on the Go to Shareholder Services icon then select BHP Billiton Limited Shareholders Vote online and follow the prompts and instructions. To access this service you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed on the top right hand corner of the reverse side of this proxy form.

Deadline for receipt of proxy form

Your completed proxy form (and any relevant authorities) must be received at the BHP Billiton Share Registry or the Registered Office of the Company in Melbourne not later than 1.30pm (Melbourne time) on Wednesday, 23 November 2005.

Documents may be lodged using the enclosed envelope or:

BY WEB You may record your proxy voting instructions by the above time and date on the internet at www.bhpbilliton.com

BY MAIL

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Registered Office of BHP Billiton Limited, 27th Floor, BHP Billiton Centre, 180 Lonsdale Street,
Melbourne Victoria 3000 Australia

BY FAX (61 3) 9473 2460

If undeliverable please return to:

Computershare Investor Services Pty Limited
GPO Box 782
Melbourne Vic 3001
Australia

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000

All Registry communications to:

BHP Billiton Share Registry
C/- Computershare Investor Services Ltd
GPO Box 782
Melbourne Victoria 3001
Australia

A member of the BHP
Billiton group which is
headquartered in Australia

Questions from Shareholders

The Annual General Meeting (AGM) of BHP Billiton Limited will be held at the Perth Convention Exhibition Centre, Perth on Friday, 25 November 2005 at 10.30am (Perth time). Shareholders who are unable to attend the meeting or who may prefer to register questions in advance, are invited to do so. This form is provided as a convenient way to submit any questions you may have.

Please return it to our Share Registry, C/- Computershare Investor Services Pty Limited, PO Box 782, Melbourne VIC 3001, or by facsimile to (61 3) 9473 2460 at least 5 business days before the AGM. The envelope provided for the return of your proxy form may also be used for this purpose. Alternatively, you can email the Share Registry at web.queries@computershare.com.au

You may also submit written questions to the auditor if the questions are relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM.

We will endeavor to address the more frequently raised questions during the course of the AGM. If time does not permit us to address all questions at the AGM we will prepare responses and make these available on our website.

Your Name(s):

Securityholder Reference Number (SRN) or Holder Identification Number (HIN):

I

Question(s):

or

X

Please mark x if it is a question directed to the Auditor

1.

o

2.

o

3.

o

4.

o

Thank you for your time.

BHP Billiton Limited
Registered in Australia ABN
49 004 028 077

Mark this box with an X if you have made any changes to your address details.

Note If you are a CHESS holder, please advise any changes through your controlling stockbroker.

x

SAMPLE CUSTOMER
ADDRESS
ADDRESS
ADDRESS
ADDRESS
SAMPLETOWN TAS 7000

BHP

Appointment of Proxy

I/We being a member/s of BHP Billiton Limited and entitled to attend and vote hereby appoint

x the Chairman
of the Meeting **OR**
(mark with an X)

Write here the name of the person (or body corporate) you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person or body corporate named above, or if no person is named, the Chairman of the Meeting, to act generally at the Meeting on my behalf and to vote in accordance with the directions on this form or, if no directions have been given, as he or she sees fit, at the Meeting and at any adjournment thereof. Please note that you may submit a proxy form and still attend the Meeting. If you do this your proxy's authority is suspended only in relation to those resolutions (if any) in relation to which you have appointed the proxy but on which you choose to vote personally.

Important Note: If you appoint the Chairman as your proxy and give no directions on how to vote, the Chairman intends to vote in favour of each of the items of business below.

Voting directions to your proxy please mark x to indicate your directions

		For	Against	Abstain
1.	To receive the Financial Statements and Reports of BHP Billiton Plc	o	o	o
2.	To receive the Financial Statements and Reports of BHP Billiton Limited	o	o	o
3.	To elect Mr C A S Cordeiro as a Director of BHP Billiton Plc	o	o	o
4.	To elect Mr C A S Cordeiro as a Director of BHP Billiton Limited	o	o	o
5.	To elect The Hon. E G de Planque as a Director of BHP Billiton Plc	o	o	o
6.	To elect The Hon. E G de Planque as a Director of BHP Billiton Limited	o	o	o
7.	To re-elect Mr D A Crawford as a Director of BHP Billiton Plc	o	o	o
8.	To re-elect Mr D A Crawford as a Director of BHP Billiton Limited	o	o	o

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9.	To re-elect Dr D A L Jenkins as a Director of BHP Billiton Plc	o	o	o
10.	To re-elect Dr D A L Jenkins as a Director of BHP Billiton Limited	o	o	o
11.	To re-elect Mr M Salamon as a Director of BHP Billiton Plc	o	o	o
		For	Against	Abstain
12.	To re-elect Mr M Salamon as a Director of BHP Billiton Limited	o	o	o
13.	To re-appoint auditors of BHP Billiton Plc	o	o	o
14.	To renew the general authority to allot shares in BHP Billiton Plc	o	o	o
15.	To renew the disapplication of pre-emption rights in BHP Billiton Plc	o	o	o
16.	To approve the re-purchase of shares in BHP Billiton Plc	o	o	o
17.	To approve the Remuneration Report	o	o	o
18.	To approve the grant of awards to Mr C W Goodyear under the GIS and the LTIP	o	o	o
19.	To approve the grant of awards to Mr M Salamon under the GIS and the LTIP	o	o	o
20.	To approve the amendments to the Articles of Association of BHP Billiton Plc	o	o	o
21.	To approve the amendments to the Constitution of BHP Billiton Limited	o	o	o

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

/ /

Contact Name

**Contact Daytime
Telephone**

Date

+ BHPB