

Edgar Filing: RIO TINTO PLC - Form 425

RIO TINTO PLC
Form 425
November 28, 2007

Filed by: BHP Billiton Plc

and BHP Billiton Limited

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Rio Tinto Plc

Commission File No.: 001-10533

and

Rio Tinto Limited

Commission file No.: 000-20122

The following are excerpts of a slide presentation delivered at BHP Billiton Limited's Annual General Meeting held November 28, 2007, and made available on that date.

28 November 2007
BHP Billiton Limited
Annual General Meeting

Disclaimer
This
document
has
been
prepared
by

BHP
Billiton
Ltd
and
BHP
Billiton
Plc
(BHP
Billiton")
and
comprises
the
written
materials/slides
for
a
presentation
concerning
BHP
Billiton
given
at
the
Annual
General
Meeting
of
BHP
Billiton
Ltd
held
on
Wednesday
28
November
2007.
By
reviewing/attending
this
presentation
you
agree
to
be
bound
by
the
following
conditions.
The

directors
of
BHP
Billiton
accept
responsibility
for
the
information
contained
in
this
presentation.

Having
taken
all
reasonable
care
to
ensure
that
such
is
the
case,
the
information
contained
in
this
presentation
is,
to
the
best
of
the
knowledge
and
belief
of
the
directors
of
BHP
Billiton,
in
accordance
with
the

facts
and
contains
no
omission
likely
to
affect
its
import.
This
presentation
is
for
information
purposes
only
and
does
not
constitute
or
form
part
of
any
offer
or
invitation
to
acquire,
sell
or
otherwise
dispose
of,
or
issue,
or
any
solicitation
of
any
offer
to
sell
or
otherwise
dispose
of,

purchase
or
subscribe
for,
any
securities,
nor
does
it
constitute
investment
advice,
nor
shall
it
or
any
part
of
it
nor
the
fact
of
its
distribution
form
the
basis
of,
or
be
relied
on
in
connection
with,
any
contract
or
investment
decision,
nor
does
it
constitute
a
proposal
to
make

a
takeover
bid
or
the
solicitation
of
any
vote
or
approval
in
any
jurisdiction,
nor
shall
there
be
any
sale
of
securities
in
any
jurisdiction
in
which
such
offer,
solicitation
or
sale
would
be
unlawful
prior
to
registration
or
qualification
under
the
securities
laws
of
any
such
jurisdiction
(or
under

an
exemption
from
such
requirements).

No
offering
of
securities
shall
be
made
into
the
United
States
except
pursuant
to
registration
under
the
US
Securities
Act
of
1933,
as
amended,
or
an
exemption
therefrom.

Neither
this
presentation
nor
any
copy
of
it
may
be
taken
or
transmitted
or
distributed
or
redistributed

(directly
or
indirectly)
in
Canada
or
Japan.
The
distribution
of
this
document
in
other
jurisdictions
may
be
restricted
by
law
and
persons
into
whose
possession
this
document
comes
should
inform
themselves
about,
and
observe,
any
such
restrictions.
Certain
statements
in
this
presentation
are
forward-looking
statements.
Forward-looking
statements
include
any
synergy

statements
and,
without
limitation,
other
statements
typically
containing
words
such
as
"intends",
"expects",
"anticipates",
"targets",
"plans",
"estimates"
and
words
of
similar
import.
Such
forward-looking
information
includes,
without
limitation,
the
statements
as
to
the
impact
of
the
proposed
transaction
on
revenues,
costs
and
earnings.
These
forward-looking
statements
speak
only
as
at

the
date
of
this
presentation.
Such
statements
are
based
on
current
expectations
and
beliefs
and,
by
their
nature,
are
subject
to
a
number
of
known
and
unknown
risks
and
uncertainties
that
could
cause
actual
results,
performance
and
achievements
to
differ
materially
from
any
expected
future
results,
performance
or
achievements
expressed

or
implied
by
such
forward-looking
statements.
Such
forward-looking
statements
are
based
on
numerous
assumptions
regarding
BHP
Billiton's
present
and
future
business
strategies
and
the
environments
in
which
BHP
Billiton
will
operate
in
the
future
and
such
assumptions
may
or
may
not
prove
to
be
correct.
The
information
and
opinions
expressed

in
this
presentation
are
subject
to
change
without
notice
and
BHP
Billiton
expressly
disclaims
any
obligation
(except
as
required
by
law
or
the
rules
of
the
UK
Listing
Authority
and
the
London
Stock
Exchange,
the
UK
Takeover
Panel,
or
the
listing
rules
of
ASX
Limited)
or
undertaking
to
disseminate
any

updates
or
revisions
to
any
forward-looking
statements
contained
herein
to
reflect
any
change
in
BHP
Billiton's
expectations
with
regard
thereto
or
any
change
in
events,
conditions
or
circumstances
on
which
any
such
statement
is
based.

Disclaimer
(Continued)
In
connection
with
BHP
Billiton's

proposed
combination
with
Rio
Tinto
Ltd
and
Rio
Tinto
plc
("Rio
Tinto")
by
way
of
the
proposed
Schemes
of
Arrangement
(the
"Schemes"),
the
new
BHP
Billiton
shares
to
be
issued
to
Rio
Tinto
shareholders
under
the
terms
of
the
Schemes
have
not
been,
and
will
not
be,
registered
under
the

US
Securities
Act
of
1933,
as
amended,
or
under
the
securities
laws
of
any
state,
district
or
other
jurisdiction
of
the
United
States,
and
no
regulatory
clearances
in
respect
of
the
new
BHP
Billiton
shares
have
been,
or
(possibly
with
certain
limited
exceptions)
will
be,
applied
for
in
any
jurisdiction

of
the
United
States.
It
is
expected
that
the
new
BHP
Billiton
shares
will
be
issued
in
reliance
upon
the
exemption
from
the
registration
requirements
of
the
US
Securities
Act
provided
by
Section
3(a)(10)
thereof.
In
the
event
that
the
proposed
Schemes
do
not
qualify
(or
BHP
Billiton
otherwise
elects

pursuant
to
its
right
to
proceed
with
the
transaction
in
a
manner
that
does
not
qualify)
for
an
exemption
from
the
registration
requirements
of
the
US
Securities
Act,
BHP
Billiton
would
expect
to
register
the
offer
and
sale
of
the
securities
it
would
issue
to
Rio
Tinto
US
shareholders
and

Rio
Tinto
ADS
holders
by
filing
with
the
US
Securities
and
Exchange
Commission
(the
SEC)
a
registration
statement
(the
Registration
Statement),
which
would
contain
a
prospectus
(Prospectus),
as
well
as
other
relevant
materials.
No
such
materials
have
yet
been
filed.
This
communication
is
not a
substitute
for
any
Registration
Statement
or

Prospectus
that
BHP
Billiton
may
file
with
the
SEC.
US
INVESTORS
AND
US
HOLDERS
OF
RIO
TINTO
SECURITIES
AND
ALL
HOLDERS
OF
RIO
TINTO
ADSs
ARE
URGED
TO
READ
THE
REGISTRATION
STATEMENT
AND
PROSPECTUS
AND
ANY
OTHER
DOCUMENTS
MADE
AVAILABLE
TO
THEM
AND/OR
FILED
WITH
THE
SEC
REGARDING
THE
POTENTIAL

TRANSACTION,
AS
WELL
AS
ANY
AMENDMENTS
AND
SUPPLEMENTS
TO
THOSE
DOCUMENTS,
IF
AND
WHEN
THEY
BECOME
AVAILABLE,
BECAUSE
THEY
WILL
CONTAIN
IMPORTANT
INFORMATION.

If
and
when
filed,
investors
and
security
holders
will
be
able
to
obtain
a
free
copy
of
the
Registration
Statement
and
Prospectus
as
well
as
other
relevant

documents
filed
with
the
SEC
at
the
SEC's
website
(<http://www.sec.gov>),
once
such
documents
are
filed
with
the
SEC.
Copies
of
such
documents
may
also
be
obtained
from
BHP
Billiton
without
charge,
once
they
are
filed
with
the
SEC.

Proposal to combine BHP Billiton & Rio Tinto

Founded on widely acknowledged rationale and logic

Will accelerate resource development to meet increasing demand

Unique synergies between the two companies

Unlocks value for shareholders of BHP Billiton & Rio Tinto