

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