

RIO TINTO PLC
Form 425
December 21, 2007

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and BHP Billiton Limited

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and
Rio Tinto Limited
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BHP BILLITON NOTES PANEL DEADLINE

BHP Billiton notes the statement made today by the UK Takeover Panel Executive ("Panel Executive") ruling that the deadline for BHP Billiton either to announce a firm intention to make an offer for Rio Tinto or to announce that it does not intend to make an offer for Rio Tinto is 5pm (London time) on Wednesday 6 February 2008.

BHP Billiton is considering its options in light of the deadline set by the Panel Executive but no decision has yet been taken on this matter. Accordingly, there can be no assurance that BHP Billiton will progress its proposal to Rio Tinto or that any offer for Rio Tinto will be made. BHP Billiton continues to seek to engage in discussions with Rio Tinto with a view to obtaining the support and recommendation of the Board of Rio Tinto for its proposal.

Please find attached a copy of the UK Takeover Panel's statement.

Further information on BHP Billiton can be found on our Internet site: www.bhpbilliton.com

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The directors of BHP Billiton accept responsibility for the information contained in this document. Having taken all reasonable care to ensure that such is the case, the information contained in this document 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.

In connection with BHP Billiton's proposed combination with 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.

BHP Billiton Limited	BHP Billiton Plc
ABN 49 004 028 077	Registration number
Registered in Australia	3196209
Registered Office: 180	Registered in England and
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Melbourne Victoria 3000	Neathouse Place
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A member of the BHP Billiton group which is
headquartered in Australia

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.

U.S. INVESTORS AND U.S. HOLDERS OF RIO TINTO SECURITIES AND ALL HOLDERS OF RIO TINTO ADSs ARE STRONGLY 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, the 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.

THE TAKEOVER PANEL

RIO TINTO PLC
("RIO TINTO")

BHP BILLITON PLC
("BHP")

Following recent representations made by the advisers to Rio Tinto, the Panel Executive has been considering the application of Rule 2.4(b) of the Code to the approach by BHP to Rio Tinto. Following discussions with both parties' advisers, the Panel Executive has ruled that, unless the Panel Executive consents otherwise, BHP must, by 5.00pm on 6 February 2008, either announce a firm intention to make an offer for Rio Tinto under Rule 2.5 of the Code or announce that it does not intend to make an offer for Rio Tinto. In the event that BHP announces that it does not intend to make an offer for Rio Tinto, BHP and any person acting in concert with it will, except with the consent of the Panel Executive, be bound by the restrictions contained in Rule 2.8 of the Code for six months from the date of such announcement.

Each of the parties has accepted this ruling.

21 December 2007

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