



**ASIC**

Australian Securities &  
Investments Commission

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## Contents

### Notices under Corporations Act 2001

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**Australian Securities and Investments Commission  
Corporations Act 2001 - Paragraph 655A(1)(b) – Declarations**

Under paragraph 655A(1)(b) of the *Corporations Act 2001 (Act)*, the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case specified in Schedule B as if:

1. subsection 621(3) of the Act were modified or varied by omitting the words "4 months before the date of the bid" and substituting "period commencing 4 months before the public proposal referred to in section 631 and ending on the date of the bid";
2. subsections 621(3A) and (3B) of the Act (as notionally inserted by ASIC Class Order [CO 00/2338]) were modified or varied by omitting the words "4 months before the date of the bid" and substituting "period commencing 4 months before the public proposal referred to in section 631 and ending on the date of the bid";
3. paragraph 622(1)(a) of the Act were modified or varied by omitting the words "6 months before the bid is made or proposed" and substituting "period commencing 6 months before the public proposal referred to in section 631 and ending on the date of the bid";
4. paragraph 624(1)(b) of the Act were modified or varied by inserting after the words "12 months" the words "(so long as the period commencing on the date of the public proposal referred to in section 631 and ending at the end of the offer period is no longer than 14 months)";
5. subsection 631(1) of the Act were modified or varied by:
  - (i) in paragraph (a) after "bid" inserting "(the *first bid*)"; and
  - (ii) omitting paragraph (b) and substituting:

"(b) where at or about the same time the person also publicly proposes to make an offer (the *second bid*) for all the ordinary shares in another body corporate and that offer is regulated by the City Code on Takeovers and Mergers of the United Kingdom (the *City Code*) and the dispatch of offers under the first bid and the second bid is subject to pre-conditions permitted under the City Code, the person does not make offers under a takeover bid for the securities to which the first bid relates within 1 month after the date on which the last of the pre-conditions to the dispatch of offers under the first bid and the second bid being made has been satisfied or waived.";
6. paragraph 636(1)(h) of the Act were modified or varied by omitting the words "4 months before the date of the bid" and substituting "period commencing 4 months before the public proposal referred to in section 631 and ending on the date of the bid"; and

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7. paragraph 636(1)(i) of the Act were modified or varied by omitting the words "of 4 months before the date of the bid" and substituting "commencing 4 months before the public proposal referred to in section 631 and ending on the date of the bid".

#### Schedule A

BHP Billiton Limited ACN 004 028 077 (*Bidder*)

#### Schedule B

An off-market takeover offer (*Rio Tinto Limited Offer*) by the Bidder for the ordinary shares in Rio Tinto Limited ACN 004 458 404 where that offer is publicly proposed by way of a notice (the *Announcement*) given to ASX on 6 February 2008 where:

1. the Announcement also contains a statement indicating a firm intention by the Bidder to make an offer (*Rio Tinto Plc Offer*) for all the ordinary shares in Rio Tinto Plc under Rule 2.5 of the City Code on Takeovers and Mergers of the United Kingdom (*Code*) and the only pre-conditions to the Rio Tinto Limited Offer and the Rio Tinto Plc Offer being made are those pre-conditions (*Pre-conditions*) substantially in the form of the draft pre-conditions provided to ASIC on 6 February 2008; and
2. the Announcement indicates that the Rio Tinto Limited Offer and the Rio Tinto Plc Offer will be declared free of defeating conditions or will otherwise become wholly unconditional at or about the same time; and
3. where the Bidder has, within 1 month of the date of this Declaration, provided ASIC with a deed for the benefit of and enforceable by ASIC which provides that:
  - a. the Bidder will use its reasonable endeavours to ensure the Pre-conditions are satisfied as soon as practicable (provided that the Bidder is not obliged to waive any Pre-condition);
  - b. the Bidder will immediately notify ASX of material developments in the satisfaction or waiver of the Pre-conditions;
  - c. the Bidder will dispatch offers under the Rio Tinto Limited Offer within 1 month after the satisfaction or waiver of all Pre-conditions;
  - d. the Bidder will dispatch offers under the Rio Tinto Limited Offer and the Rio Tinto Plc Offer to relevant shareholders at or about the same time;
  - e. the Bidder will declare the Rio Tinto Limited Offer and the Rio Tinto Plc Offer free of defeating conditions, or the Rio Tinto Limited Offer and the Rio Tinto Plc Offer otherwise become wholly unconditional at or about the same time; and
  - f. the deed cannot be varied or revoked except with the prior written consent of ASIC; and

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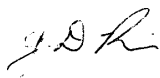
4. the Bidder gives a notice to ASX within one business day after the date of this Declaration to explain the effect of the relief contained in this Declaration.

**Interpretation**

In this instrument:

**Rio Tinto Plc** means Rio Tinto Plc, a body corporate incorporated in England and Wales with company number 719885.

Dated this 6th day of February 2008



Signed by John David Price  
as a delegate of the Australian Securities and Investments Commission