

Edgar Filing: RIO TINTO PLC - Form 425

RIO TINTO PLC
Form 425
March 05, 2008

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

The following are slides comprising a presentation that was given by Don Argus, Chairman, BHP Billiton to the ASX/Australian Shareholders Association Investor Hour seminar on March 5, 2008.

The Resources Sector
Australian Shareholders Association
5 March 2008
Mr Don Argus AO
Chairman, BHP Billiton

Slide 2

5 March 2008

Disclaimer

This document has been prepared by BHP Billiton Limited and BHP Billiton Plc ("BHP Billiton") and comprises the written material presented in this presentation. 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 the accuracy of the information contained in this presentation, the directors do not accept any liability for any loss or damage caused by or arising from the use of the information contained in this presentation.

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.
Subject to the above, neither BHP Billiton nor any of its directors, officers, employees or advisers nor any other person makes accordingly no reliance should be placed on, the fairness, accuracy or completeness of the information contained in the present law, neither BHP Billiton nor any of its directors, officers, employees or advisers nor any other person shall have any liability arising, directly or indirectly, from any use of this information or otherwise arising in connection therewith.
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, purchase or subscribe for, any securities, nor does it constitute investment advice, nor shall it or any part thereof 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 under an exemption from such requirements). No offering of securities shall be made into the United States except pursuant to an exemption therefrom.

Neither this presentation nor any copy of it may be taken or transmitted or distributed or redistributed (directly or indirectly) in be restricted by law and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Information about Rio Tinto is

future
and
such
assumptions
may
or
may
not
prove
to
be
correct.

There
are
a
number
of
factors
that
could
cause
actual
results
or
performance
to
differ
materially
from
those
expressed
or
implied
in
the
forward-looking
statements.

Factors
that
could
cause
actual results or performance to differ materially from those described in the forward-looking statements include, but are not limited to, the following:
businesses
of
BHP
Billiton
and
Rio
Tinto
and

to
realise
expected
synergies
from
that
combination,
the
presence
of
a
competitive
proposal
in
relation
to
Rio
Tinto,
satisfaction
of
any
conditions
to
any
proposed
transaction,
including
the
receipt
of
required
regulatory
and
anti-trust
approvals,
Rio
Tinto's
willingness
to
enter
into
any
proposed
transaction,
the
successful
completion
of
any

transaction, as well as additional factors such as changes in global, political, economic, business, competitive, market or regula

rates, future business combinations or dispositions and the outcome of litigation and government actions. Additional risks and from those described in the forward-looking statements can be found in BHP Billiton's filings with the US Securities and Exchange

on
Form
20-F
for
the
fiscal
year-ended
June
30,
2007,
as
well
as
Rio
Tinto's
and
Alcan
Inc.'s
filings
with
the
SEC,
including
Rio
Tinto's
Annual
Report
on
Form
20-F
for
the
fiscal
year-ended
December
31,
2006
and
Alcan
Inc.'s
Annual
Report
on
Form
20-F
for
the
fiscal

year-ended
December
31,
2006,
which
are
available
at
the
SEC's
website
(<http://www.sec.gov>).

Other
unknown

or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. The information may change without notice and BHP Billiton expressly disclaims any obligation (except as required by law or the rules of the UK Listing

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.

Slide 3
5 March 2008
Disclaimer
(continued)
Information
Relating
to

the
US
Offer
for
Rio
Tinto
plc

BHP Billiton plans to register the offer and sale of securities it would issue to Rio Tinto plc US shareholders and Rio Tinto plc
Registration Statement), which will contain a prospectus (Prospectus), as well as other relevant materials. No such mate
for any Registration Statement or Prospectus that BHP Billiton may file with the SEC.

U.S.
INVESTORS
AND
U.S.
HOLDERS
OF
RIO
TINTO
PLC
SECURITIES
AND
ALL
HOLDERS
OF
RIO
TINTO
PLC
ADSs
ARE
URGED
TO
READ
ANY
REGISTRATION
STATEMENT,
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,
WHEN
THEY
BECOME
AVAILABLE
BECAUSE
THEY
WILL
CONTAIN
IMPORTANT
INFORMATION.

Investors
and
security
holders
will
be
able
to
obtain
a
free
copy
of
the
Registration
Statement
and
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
Information
for
US
Holders
of
Rio
Tinto
Ltd
Shares
BHP Billiton Ltd is not required to, and does not plan to, prepare and file with the SEC a registration statement in respect of the
should carefully consider the following:
The Rio Tinto Ltd Offer will be an exchange offer made for the securities of a foreign company. Such offer is subject to disclosure
those
of
the
United
States.
Financial
statements
included
in
the
document
will
be
prepared
in
accordance
with
foreign
accounting
standards
that
may
not
be
comparable
to
the
financial
statements of United States companies.
Information
Relating

to
the
US
Offer
for
Rio
Tinto
plc
and
the
Rio
Tinto
Ltd
Offer
for
Rio
Tinto
shareholders
located
in
the
US
It
may
be
difficult
for
you
to
enforce
your
rights
and
any
claim
you
may
have
arising
under
the
U.S.
federal
securities
laws,
since
the
issuers
are
located

in
a
foreign
country,
and
some
or
all
of their officers and directors may be residents of foreign countries. You may not be able to sue a foreign company or its office securities laws.

It
may
be
difficult
to
compel
a
foreign
company
and
its
affiliates
to
subject
themselves
to
a
U.S.
court's
judgement.

You should be aware that BHP Billiton may purchase securities of either Rio Tinto plc or Rio Tinto Ltd otherwise than under the exchange offer, such as in open market or privately negotiated purchases.

References
in
this
presentation
to
\$
are
to
United
States
dollars
unless
otherwise
specified.

Slide 4
5 March 2008
Slide 4
5 March 2008
Overview of today's presentation

The significance of the resources sector to Australia

Demand for resources is in a period of strong growth

BHP Billiton is extremely well positioned to benefit from this growth

BHP Billiton's offer for Rio Tinto
unlocking value

Slide 5
5 March 2008
Slide 5
5 March 2008
The significance of the resources sector to Australia

Slide 6

5 March 2008

Slide 6

5 March 2008

The mining sector is a major contributor to Australia's
economic wellbeing
GDP and taxes paid

Mining and its related economic activities contributed in excess
of
A\$166
billion
to
Australia's
GDP
in
FY2007
(a)
.....17% of Australia's GDP
.....and 38% of Australia's GDP growth

Resource
companies
paid
A\$6.6
billion
in
company
tax
in
FY2006
(b)
.....13% of total government company tax revenue

Notes:

a)
Source:
Australian
Bureau
of
Statistics
(ABS).

b)
Source:
Minerals
Council
Industry
Survey
2007,
APPEA
Key
Statistics
2007
and