



Company Secretariat

BHP Billiton Limited
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23 November 2004

To: Australian Stock Exchange
London Stock Exchange

cc: Swiss Stock Exchange
Johannesburg Stock Exchange
Deutsche Bank
New York Stock Exchange

Off-Market Share Buy-Back – Final Notice

Please find attached, for the information of your markets, a notice in the form (Appendix 3F) required by the Listing Rules of the Australian Stock Exchange advising the final number of shares bought back and the total consideration payable in respect of the off-market share buy-back announced on 5 October 2004.

Yours faithfully

A handwritten signature in black ink, appearing to be "S. Butcher", with a long horizontal line extending to the right.

Sam Butcher
Assistant Company Secretary

Appendix 3F

Final share buy-back notice (except minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001.

Information and documents given to ASX become ASX's property and may be made public.

Name of entity	ABN
BHP Billiton Limited	49 004 028 077

We (the entity) give ASX the following information.

Description of buy-back

1	Type of buy-back	Selective buy-back on equal access buy-back conditions as modified
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Details of all shares bought back

2	Number of shares bought back	180,716,428
3	Total consideration paid or payable for the shares	A\$2,271,605,499.96
4	If buy-back is an on-market buy-back - highest and lowest price paid	highest price: date: N/A lowest price: date: N/A

+ See chapter 19 for defined terms.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: Date: ...23 November 2004...
(~~Director~~/Company secretary)

Print name:Sam Butcher....

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