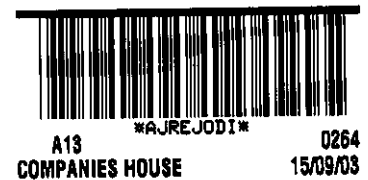


Company Number: 883375

RIO TINTO ALUMINIUM HOLDINGS LIMITED
ANNUAL REPORT AND ACCOUNTS
YEAR ENDED 31 DECEMBER 2002



RIO TINTO ALUMINIUM HOLDINGS LIMITED

DIRECTORS

R C Shaw (Managing Director)

R Adams

J R Gardener

C A Ledbury

SECRETARY

B G Gale

REGISTERED OFFICE

6 St James's Square
London SW1Y 4LD

AUDITORS

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH

NOTICE OF MEETING

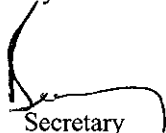
NOTICE IS HEREBY GIVEN that the thirty-sixth Annual General Meeting of Rio Tinto Aluminium Holdings Limited will be held at 6 St James's Square, London on 4 September 2003 for the following purposes:

- 1 To receive and, if approved, adopt the Directors' Report and Accounts for the year ended 31 December 2002.
- 2 To re-appoint the auditors.
- 3 To transact any other ordinary business of the Company.

NOTE

A member of the Company who is entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not also be a member of the Company.

By order of the board


Secretary

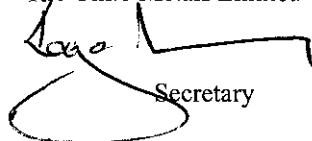
6 St James's Square
London SW1Y 4LD

4 September 2003

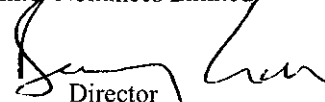
CONSENT TO SHORT NOTICE

We, the undersigned, being registered as the holders of the entire issued capital of the above company, hereby consent to the Annual General Meeting being held at the date and time specified in the above notice, notwithstanding that less than twenty-one days' notice has been given of the meeting.

For and on behalf of
Rio Tinto Metals Limited


Secretary

For and on behalf of
Rio Tinto Nominees Limited


Director

REPORT OF THE DIRECTORS

The directors submit their annual report and the audited accounts for the year ended 31 December 2002.

PRINCIPAL ACTIVITY

The principal activity of the Company is acting as a holding company for the Rio Tinto Group's primary aluminium and alumina interests in the UK.

Details of the principal subsidiary undertakings at 31 December 2001 are given on page 12.

REVIEW OF THE BUSINESS

Dividend income and distributions were lower than in 2001 mainly owing to the effect of lower aluminium prices on the subsidiaries' results. The production subsidiary's volumes were in line with the prior year but are expected to improve in 2003.

RESULTS AND DIVIDENDS

The results of the Company for the year are set out on page 7.

Profit for the financial year after taxation was £9,772,000 (2001 - £13,887,000).

Interim dividends of £9,680,000 were paid during the year (2001 - £13,640,000). The directors do not recommend the payment of a final dividend (2001 - £nil).

The retained profit for the year was £92,000 (2001 - £247,000).

DIRECTORS

The names of the directors in office at the date of this report are shown on page 2. Mr J R Gardener and Mr C A Ledbury were appointed directors on 23 July 2003. Mr O L Groeneveld resigned as a director on 23 July 2003.

DIRECTORS' INTERESTS

The director who held office on 31 December 2002 and whose interests are not reported in the accounts of a parent company had the following interests in the ordinary shares of Rio Tinto plc, the ultimate parent company, as recorded in the register required to be kept by section 325 of the Companies Act 1985:-

Ordinary shares of 10p each of Rio Tinto plc

	<u>1 January 2002</u>	<u>31 December 2002</u>
R C Shaw	19,526	17,758

REPORT OF THE DIRECTORS (CONTINUED)

Options on ordinary shares of 10p each of Rio Tinto plc⁽¹⁾

	<u>1 January 2002</u>	<u>Granted</u>	<u>Exercised</u>	<u>31 December 2002</u>
R C Shaw	42,383	6,562	-	48,945

Long term incentive plans⁽²⁾

	<u>Ordinary shares of 10p each of Rio Tinto plc</u>	
	<u>1 January 2002</u>	<u>31 December 2002</u>
R C Shaw	3,662	1,763

- (1) Options cancelled during the year are not shown above and as such the options figure for the year end will not necessarily be equal to the sum of the opening figure and the options granted, less the options exercised.
- (2) This represents the maximum number of shares in Rio Tinto plc that may be awarded to the directors at a future date as a result of their participation in the FTSE Plan and the Mining Companies Comparative Plan. For further information regarding Rio Tinto's long-term incentive plans, including the FTSE Plan and the Mining Companies Comparative Plan, please see the Rio Tinto Annual Report and financial statements.

The directors are also deemed to have an interest in a trust fund containing 102,136 Rio Tinto ordinary shares at 31 December 2002 (31 December 2001 – 197,903 ordinary shares) as potential beneficiaries, together with other Rio Tinto Group employees.

No director had a material interest in any contract or arrangement during the year to which the Company or any subsidiary is or was a party.

POLICY REGARDING PAYMENT OF TRADE CREDITORS

It is the Company's policy to abide by terms of payment agreed with suppliers. In many cases, the terms of payment are as stated in the supplier's own literature. In other cases, the terms of payment are determined by specific written or oral agreement. The Company does not follow any published code or standard on payment practice. The Company had no trade creditors at 31 December 2002.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently with the exception of the changes arising on adoption of new accounting standards in the year as explained on page 9 under Note 1 'Accounting Policies'. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2002 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTORS (CONTINUED)

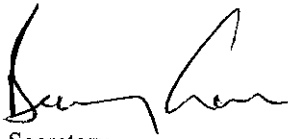
ANNUAL GENERAL MEETING

Notice convening the thirty-sixth annual general meeting of members is attached.

AUDITORS

Following the conversion of our auditors PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned on 27 January 2003 and the directors appointed its successor, PricewaterhouseCoopers LLP, as auditors. A resolution to reappoint PricewaterhouseCoopers LLP as auditors will be proposed at the annual general meeting.

By order of the board



Secretary

4 September 2003

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
RIO TINTO ALUMINIUM HOLDINGS LIMITED**

We have audited the financial statements on pages 7 to 13 which have been prepared under the historical cost convention and the accounting policies set out on pages 9 and 10.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 5.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

OPINION

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31 December 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London 4 September 2003

RIO TINTO ALUMINIUM HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2002

		<u>2002</u> £ 000	<u>2001</u> £ 000
	NOTE		
Income from shares in subsidiary undertakings	5	9,580	13,640
Interest receivable	6	274	353
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	<u>9,854</u>	<u>13,993</u>
Tax on profit on ordinary activities	7	(82)	(106)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		<u>9,772</u>	<u>13,887</u>
Dividends	8	(9,680)	(13,640)
RETAINED PROFIT FOR THE YEAR	15	<u>92</u>	<u>247</u>

The Company has no recognised gains and losses other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented.

All items dealt with in the above profit and loss account relate to continuing operations.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents.

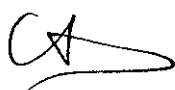
The notes on pages 9 to 13 form an integral part of these accounts.

RIO TINTO ALUMINIUM HOLDINGS LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2002

		<u>2002</u> £ 000	<u>2001</u> £ 000
	NOTE		
FIXED ASSET INVESTMENTS	9	25,690	25,690
CURRENT ASSETS			
Debtors	10	7,070	7,000
Cash at bank and in hand	11	2	2
		7,072	7,002
CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR	12	83	105
NET CURRENT ASSETS		6,989	6,897
TOTAL ASSETS LESS CURRENT LIABILITIES		32,679	32,587
CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR			
Shareholder's loan	16	(16,000)	(16,000)
NET ASSETS		16,679	16,587
CALLED UP SHARE CAPITAL	13	1,000	1,000
RESERVES			
Profit and loss account	15	15,679	15,587
EQUITY SHAREHOLDERS' FUNDS	14	16,679	16,587

APPROVED BY THE BOARD OF DIRECTORS ON 4 SEPTEMBER 2003

Directors

The notes on pages 9 to 13 form an integral part of these accounts.

NOTES TO THE 2002 ACCOUNTS

1. ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

The financial statements have been prepared under the historical convention and in accordance with applicable UK accounting standards. The directors have reviewed the Company's existing accounting policies and consider that they are consistent with the requirements of Financial Reporting Standard 18 "Accounting Policies". Except where they have been modified to implement Financial Reporting Standard 19 "Deferred Tax", the Company's accounting policies are consistent with last year.

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue to operate.

Prior to the adoption of FRS 19, the Company provided for deferred tax where, in the opinion of the directors, it was probable that a timing difference would reverse within the foreseeable future. Under FRS 19 full provision is made for deferred taxation on all timing differences that have arisen but not reversed at the balance sheet date, except that deferred tax assets are only recognised to the extent that it is considered more likely than not that they will be recovered.

The adoption of FRS 19 has not had a material impact on the financial statements of the Company in either the current or prior year. No prior year restatement has been made in relation to FRS 19.

b) GROUP ACCOUNTS

The exemption under section 228 of the Companies Act 1985 has been claimed and as such group accounts have not been prepared as the Company is itself a wholly - owned subsidiary of another company incorporated in England and Wales. In the opinion of the directors the aggregate value of the assets of the Company consisting of shares in, and amounts owing from, its subsidiaries is not less than the aggregate of the amount at which those assets are included in the balance sheet.

c) CASH FLOW

The Company has taken advantage of the exemption in FRS 1 (revised 1996) allowing it not to publish a cash flow statement as its cashflows are included in the cash flow statement within the consolidated accounts of the Rio Tinto Group.

d) RELATED PARTY TRANSACTIONS

The Company is exempt under the terms of Financial Reporting Standard No.8 from disclosing related party transactions with entities that are part of the Rio Tinto Group.

e) INVESTMENTS

Fixed asset investments are valued at cost less impairment provisions. Impairment provisions are determined by comparing the carrying value of the investment with its recoverable amount. The recoverable amount is the higher of the amount that can be obtained from selling the investment or the value of expected cash flows arising from holding the investment, discounted at a rate of return that the market would expect from an equally risky investment.

NOTES TO THE 2002 ACCOUNTS (CONTINUED)

f) DEFERRED TAXATION

Full provision is made for deferred taxation on all timing differences that have arisen but not reversed at the balance sheet date, except that deferred tax assets are only recognised to the extent that it is more likely than not that they will be recovered. Deferred tax is recognised on an undiscounted basis.

2. EMPLOYEES

There were no people employed by the Company during the year (2001 - none).

3. DIRECTORS

No remuneration was payable to directors for their services to the Company during the year (2001 - £nil).

(a) Emoluments of the directors for their services to subsidiary undertakings were as follows:

	<u>2002</u> £	<u>2001</u> £
Aggregate emoluments*	94,818	99,973
Amounts receivable under long term incentive schemes (excluding shares and share options)*	-	-
	No.	No.
The number of directors to whom retirement benefits are accruing under defined benefit pension schemes in respect of qualifying services	1	1
The number of directors in respect of whose qualifying services shares were received or receivable under long term incentive schemes	-	-
The number of executive directors who exercised share options	-	1

(b) Highest paid director

	£	£
Aggregate emoluments and benefits (excluding gains on exercise of share options and value of shares) received under long-term incentive schemes*	94,818	99,973
Defined benefit pension scheme:		
Accrued pension entitlement on retirement*	45,063	42,366

**One of the Company's directors, being the highest paid director, provides qualifying services to subsidiary undertaking and to a fellow subsidiary undertaking. The amounts attributable to subsidiary undertakings are therefore based on an apportionment of the remuneration receivable by that director.*

Two of the Company's directors have acted in a non-executive capacity (2001 - two) and did not receive any emoluments or benefits in respect of their services to the Company and its subsidiaries (2001 - £nil). One non-executive director exercised share options during the year (2001 - one).

NOTES TO THE 2002 ACCOUNTS (CONTINUED)

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

No auditors' remuneration has been charged in arriving at profit on ordinary activities before taxation, as this has been borne by a subsidiary undertaking (2001 - £nil).

	<u>2002</u>	<u>2001</u>
	£ 000	£ 000

5. INCOME FROM SHARES IN SUBSIDIARY UNDERTAKINGS

Equity dividends from subsidiary undertakings	9,580	13,640

6. INTEREST RECEIVABLE

Receivable from fellow subsidiary undertakings	274	353

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

Corporation tax at 30% (2001 – 30%) based on taxable profit for the year	82	106

The tax assessed for the year is lower (2001: lower) than the standard rate of corporation tax in the UK (30%):

Profit on ordinary activities before tax	9,854	13,993
Profit on ordinary activities before tax multiplied by standard rate of tax in the UK 30%(2001:30%)	2,956	4,198
Effects of: Non taxable income	(2,874)	(4,092)
	82	106

8. DIVIDENDS

On 1,000,000 £1 ordinary shares:		
Interim paid 968p (2001 – 1,364p) per share	9,680	13,640
Final proposed nil (2001 - nil) per share	-	-
	9,680	13,640

RIO TINTO ALUMINIUM HOLDINGS LIMITED

NOTES TO THE 2002 ACCOUNTS (CONTINUED)

9. FIXED ASSET INVESTMENTS

Shares in subsidiary undertakings at cost	25,690	25,690
	<u> </u>	<u> </u>

The subsidiary undertakings at 31 December 2002 were all incorporated in England and Wales. The shareholdings, which consisted of Ordinary shares of £1 each fully paid, the percentages held, the nominal value of the issued shares held and the principal activities were:

Rio Tinto Aluminium Limited		
590,000 shares	100%	Aluminium Marketing
Rio Tinto Commercial Services Limited		
2 shares	100%	Alumina Purchasing
Anglesey Aluminium Limited		
13,387,500 shares	51%	Aluminium Smelting
	<u>2002</u>	<u>2001</u>
	£ 000	£ 000

10. DEBTORS

Amounts receivable from fellow subsidiary undertakings	<u>7,070</u>	<u>7,000</u>
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Debtors are all receivable within one year.

11. CASH AT BANK

Under a group banking arrangement, balances of £2,260 (2001 - £2,153) formed part of an offset arrangement whereby balances could be used to settle the overdrafts of other companies within the Rio Tinto Group.

12. CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR

Corporation tax	<u>83</u>	<u>105</u>
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13. SHARE CAPITAL

Authorised, issued and fully paid

1,000,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
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RIO TINTO ALUMINIUM HOLDINGS LIMITED

NOTES TO THE 2002 ACCOUNTS (CONTINUED)**14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	<u>2002</u> £ 000	<u>2001</u> £ 000
Profit for the financial year	9,772	13,887
Dividends	<u>(9,680)</u>	<u>(13,640)</u>
Net addition to shareholders' funds	92	247
Opening shareholders' funds	<u>16,587</u>	<u>16,340</u>
Closing shareholders' funds	<u>16,679</u>	<u>16,587</u>

15. PROFIT AND LOSS ACCOUNT

Balance at 1 January	15,587	15,340
Retained profit for the year	<u>92</u>	<u>247</u>
Balance at 31 December	<u>15,679</u>	<u>15,587</u>

16. SHAREHOLDER'S LOAN

The loan is interest free and has no fixed repayment date. The shareholder has confirmed that it will not require repayment during 2003.

17. CONTROLLING PARTIES

The immediate parent undertaking is Rio Tinto Metals Limited. The ultimate parent undertaking and controlling party is Rio Tinto plc, which is the parent undertaking of the smallest and largest group to consolidate these accounts. Copies of Rio Tinto Group consolidated accounts can be obtained from its registered office at 6 St James's Square, London.