

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>Bentley International Limited (BEL)</b>
<b>ABN</b>	<b>87 008 108 218</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Farooq Khan</b>
<b>Date of last notice</b>	<b>24 August 2004</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	(1) SOF <sup>1</sup> , FSL <sup>2</sup> and QUE <sup>3</sup> are taken to have a relevant interest in each other company's registered shareholding in BEL pursuant to a Memorandum of Understanding dated 30 September 2003 ( <b>MOU</b> ) (a copy of which was attached to the Notice of Initial Substantial Holder lodged by such companies dated 30 September 2003); (2) QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in BEL shares in which CXL <sup>4</sup> has a relevant interest by reason of having control of CXL; (3) Farooq Khan (and associated companies) are taken under section 608(3)(a) of the Corporations Act to have a relevant interest in the BEL shares in which QUE has a relevant interest by reason of having voting power of 20.77% in QUE; (4) But for the MOU, Farooq Khan would be taken under section 608(3)(a) of the Corporations Act to have a relevant interest only in the BEL shares registered to QUE and CXL.
<b>Date of changes</b>	24 and 25 August 2004

1 Sofcom Limited (**SOF**)  
 2 Fast Scout Limited (**FSL**)  
 3 Queste Communications Limited (**QUE**)  
 4 Central Exchange Limited (**CXL**)

<b>No. of securities held prior to change</b>	7,074,734	Held by SOF	
	400,000	Held by FSL	
	194,589	Held by QUE	
	756,646	Held by CXL	
	<b>8,425,969</b>	<b>Total</b>	
<b>Class</b>	Fully Paid Ordinary Shares		
<b>Number acquired</b>	<b>Date</b>	<b>No. Shares</b>	<b>Consideration</b>
	24-Aug-04	1	\$0.39
	25-Aug-04	30,000	\$11,723.40
	<b>Totals</b>	<b>30,001</b>	<b>\$11,723.79</b>
<b>Number disposed</b>	None		
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Refer above		
<b>No. of securities held after change</b>	7,074,734	Held by SOF	
	400,000	Held by FSL	
	194,589	Held by QUE	
	786,647	Held by CXL	
	<b>8,455,970</b>	<b>Total</b>	
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Acquisition of shares by CXL on-market (being within the "3% creep in 6 months" exemption of item 9 of s611 Corporations Act.)		

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

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 Farooq Khan

27 August 2004

+ See chapter 19 for defined terms.