

# 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>28 September 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>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	(1) QUE <sup>1</sup> and CXL <sup>2</sup> are legal, beneficial and registered holders of shares in BEL; (2) QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in BEL shares in which CXL 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) Therefore, Farooq Khan has a relevant interest in the BEL shares held by QUE and CXL.
<b>Date of changes</b>	28, 29 and 30 September 2004 1 and 5 October 2004

<b>No. of securities held prior to change</b>	137,730	QUE
	929,470	Held by CXL
	<b>1,067,200</b>	<b>Total</b>
<b>Class</b>	Fully Paid Ordinary Shares	

<sup>1</sup> Queste Communications Limited ABN 58 081 688 164 (**QUE**)

<sup>2</sup> Central Exchange Limited ABN 77 000 742 843 (**CXL**)

Number acquired	Date	No. Shares	Consideration
		30-Sep-04	2,500
	1-Oct-04	17,227	6,904.58
	5-Oct-04	24,000	9,619.20
Number disposed	28-Sep-04	(12,146)	(4,954.96)
	29-Sep-04	(14,500)	(5,915.27)
	5-Oct-04	(24,300)	(9,913.19)
Value/Consideration	N/A		
Note: If consideration is non-cash, provide details and estimated valuation			
No. of securities held after change	86,784	Held by QUE	
	973,197	Held by CXL	
	<b>1,059,981</b>	<b>Total</b>	
Nature of change	Acquisition of shares on ASX by CXL.		
Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	and		
	Disposal of shares on ASX by QUE		

## 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> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

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Farooq Khan

5 October 2004