

# 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>15 November 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><br>Note: Provide details of the circumstances giving rise to the relevant interest. | (1) CXL <sup>1</sup> is a legal, beneficial and registered holder of shares in BEL;<br>(2) QUE <sup>2</sup> 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;<br>(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 >20% voting power in QUE;<br>(4) Therefore, Farooq Khan has a relevant interest in the BEL shares held by CXL. |
| <b>Date of changes</b>   | 24, 25, 26, 29 and 30 November 2004   |

|   |                            |             |
|---|----------------------------|-------------|
| <b>No. of securities held prior to change</b> | 1,618,795                  | Held by CXL |
| <b>Class</b>                                  | Fully Paid Ordinary Shares |             |

<sup>1</sup> Central Exchange Limited ABN 77 000 742 843 (CXL)

<sup>2</sup> Queste Communications Limited ABN 58 081 688 164 (QUE)

| Number acquired  | Date                                 | No. Shares  | Consideration |
|--|--------------------------------------|-------------|---------------|
|  | 24-Nov-04                            | 11,224      | \$4,217.41    |
|  | 25-Nov-04                            | 59,981      | \$22,537.88   |
|  | 26-Nov-04                            | 305,563     | \$116,757.95  |
|  | 29-Nov-04                            | 26,713      | \$10,076.53   |
|  | 29-Nov-04                            | 4,437       | \$1,689.43    |
|  | 30-Nov-04                            | 13,287      | \$4,992.60    |
| Number disposed  | -                                    | -           | -             |
| Value/Consideration  | N/A                                  |             |               |
| Note: If consideration is non-cash, provide details and estimated valuation  |                                      |             |               |
| No. of securities held after change  | 2,040,000                            | Held by CXL |               |
| 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 |                                      |             |               |

## 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><br>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><br>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

30 November 2004