

# 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>30 December 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) CXL <sup>1</sup> is a legal, beneficial and registered holder of shares in BEL; (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; (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; (4) Therefore, Farooq Khan has a relevant interest in the BEL shares held by CXL.
<b>Date of changes</b>	10, 14 and 17 January 2005

<b>No. of securities held prior to change</b>	2,491,200	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
	10-Jan-05	48,800	\$18,092.11
	14-Jan-05	40,195	\$15,103.28
	17-Jan-05	59,805	\$22,471.73
	Totals	148,800	\$55,667.12
<b>Number disposed</b>	-	-	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A		
<b>No. of securities held after change</b>	2,640,000	Held by CXL	
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of shares on ASX by CXL.		

## 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

17 January 2005