

# 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>27 January 2005</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> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(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>	28 January to 11 February 2005 as detailed below

<b>No. of securities held prior to change</b>	2,820,193	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
	28-Jan-05	19,807	\$7,442.49
	31-Jan-05	200,000	\$75,150.01
	31-Jan-05	137,211	\$51,557.05
	1-Feb-05	2,500	\$939.37
	2-Feb-05	267,880	\$101,407.42
	3-Feb-05	52,409	\$19,692.69
	3-Feb-05	490,000	\$184,117.52
	4-Feb-05	40,000	\$15,030.00
	4-Feb-05	510,000	\$191,632.50
	7-Feb-05	15,348	\$5,767.01
	8-Feb-05	9,000	\$3,381.75
	11-Feb-05	18,010	\$6,767.26
	Totals	1,762,165	\$662,885.07
Number disposed	-	-	-
Value/Consideration	N/A		
Note: If consideration is non-cash, provide details and estimated valuation			
No. of securities held after change	4,582,358	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.

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

.....  
Farooq Khan

11 February 2005