

# 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.

Name of entity	<b>Bentley International Limited (BEL)</b>
ABN	<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.

Name of Director	<b>Farooq Khan</b>
Date of last notice	<b>24 January 2006</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.

Direct or indirect interest	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	(1) OEQ <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 OEQ has a relevant interest by reason of having control of OEQ; (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 OEQ.
Date of changes	25 and 27 January 2006

No. of securities held prior to change	10,051,698 (25.812%)	Held by OEQ
Class	Fully Paid Ordinary Shares	

<sup>1</sup> Orion Equities Limited (formerly Central Exchange Limited) ABN 77 000 742 843 (OEQ)

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

Number acquired	Date	No. Shares	Consideration
	25-Jan-06	1,500	\$557.77
	27-Jan-06	60,000	\$23,215.50
Number disposed	-	-	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Refer above		
No. of securities held after change	10,113,198 25.970%	Held by OEQ	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of shares by OEQ 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.

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

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Farooq Khan

2 February 2006