



29 January 2009

Dear Shareholders,

**Correction of Proxy Form for Notice of Shareholders' Meeting**

You were recently sent a Notice of Shareholders' Meeting and Proxy Form.

Due to a printing error, the Proxy Form did not contain a place for Shareholders to sign. A new Proxy Form is *enclosed* which rectifies this issue.

Shareholders have the following options:

- If you have not yet sent in a Proxy Form, please use the *enclosed* Proxy Form instead of the version sent to you previously.
- If you sent in the previous version of the Proxy Form without signing it, it is **invalid and your votes will not be counted**. Please complete the *enclosed* Proxy Form and send it to the Company.
- If you signed the previous version of the Proxy Form and sent it to the Company, please call the Company on 1300 762 678 or (08) 9214 9757 to check whether that Proxy Form was signed correctly. If:
  - that Proxy Form was signed correctly, it will be **valid and you do not need to take any further action**; or
  - that Proxy Form was signed incorrectly, it is **invalid and your votes will not be counted**. In that case please complete the *enclosed* Proxy Form and send that to the Company. That will supersede the Proxy Form you previously sent in.
- If you signed the previous version of the Proxy Form and sent it to the Company, but are unsure whether it was signed correctly, you also have the option of sending in the *enclosed* Proxy Form. That will supersede the Proxy Form you previously sent in.

We apologise to Shareholders for any inconvenience caused.

**Stephen Gethin**

Co-Company Secretary

[www.bel.com.au](http://www.bel.com.au)

**Registered Office:**  
Suite 202, Angela House  
30-36 Bay Street  
Double Bay New South Wales 2028

**ASX Code: BEL**  
A.B.N. 87 008 108 218



T | (02) 9363 5088  
F | (02) 9363 5488

**Company Secretarial Office:**  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth Western Australia 6000  
**Local T | 1300 762 678**  
T | (08) 9214 9757  
F | (08) 9322 1515  
E | [info@bel.com.au](mailto:info@bel.com.au)

# PROXY FORM

**Bentley International Limited**  
A.B.N. 87 008 108 218  
Website: [www.bel.com.au](http://www.bel.com.au)

**PLEASE RETURN TO:**  
The Company Secretary  
Bentley International Limited  
Level 14, The Forrest Centre  
221 St Georges Terrace, Perth WA 6000  
Local Call: 1300 762 678 or Enquiries: (08) 9214 9757  
Email: [info@bel.com.au](mailto:info@bel.com.au)  
Facsimile: (08) 9322 1515

Mark this box with an 'X' if you want to make any changes to your address details (see reverse) [Issuer Sponsored Holders Only]

{Name1}  
{Name2}  
{Name3}  
{Name4}  
{Name5}  
{Name6}

Our Reference: BEL / {SUB-REGISTER} / {HOLDERID}  
Shareholding as at 20 January 2009: {UNITS}  
Current TFN Status: {TFN\_PROVIDED}  
Current Dividend Payment Status: {BANK\_ACC\_PROVIDED}  
Current Election to Receive Hard Copy Annual Report:  
{ANNUAL\_REP}

## A. Appointment of Proxy

I/We being a member/s of Bentley International Limited and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with an "X")  
*(If you have appointed the Chairman of the Meeting to exercise your proxy, by marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of a particular resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote all Chairman's Open Proxies in favour of all resolutions. If you do not mark this box and have not directed your proxy how to vote, the Chairman will not cast your votes and they will not be counted in calculating the required majority if a poll is called on a resolution.)*

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the General Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Bentley International Limited to be held at the **Westin Hotel Sydney, Meeting Room 4, 1 Martin Place, Sydney, New South Wales at 11:00 am on Wednesday, 25 February 2009** and at any adjournment of such General Meeting.

## B. Voting directions to your proxy - please mark to indicate your directions

RESOLUTIONS	For	Against	Abstain*
1. Approve acquisition of Scarborough Equities Limited shares from Orion Equities Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve acquisition of Scarborough Equities Limited shares from Peter Simpson Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adopt New Investment Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Change of name to Bentley Capital Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## C. Change of Address and Annual Report Elections (see notes 1 and 2 overleaf)

- Mark this box with an 'X' if you want to make any changes to your address details
- Mark this box with an 'X' if you wish to receive a printed Annual Report by post
- Mark this box with an 'X' if you wish to receive an electronic Annual Report by email and specify your email address below

## D. PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

-----  
Contact Name

-----  
Contact Daytime Telephone

-----  
Date

Email: -----

## ANNEXURE TO PROXY FORM - INSTRUCTIONS FOR COMPLETING

### 1. Change of Address

Your pre-printed name and address is as it appears on the share register of Bentley International Limited. If this information is incorrect, please mark the box at **Section C** of the Proxy Form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. Annual Report Elections

The Australian Government has introduced legislation changing the default option for receiving annual reports. Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:

- (a) make a written request for a hard copy annual report to be mailed to you; or
- (b) make a written request for an electronic copy of the annual report to be emailed to you.

If you wish to update your annual report elections, please complete **Section C** of the Proxy Form.

3. Completion of a Proxy Form will not prevent individual shareholders from attending the General Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the General Meeting.

4. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.

5. A proxy need not be a shareholder of the Company.

6. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a poll and that your shares are not to be counted in computing the required majority on a poll.

7. If a representative of a company shareholder is to attend the General Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the General Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.

8. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or certified copy) of an appropriate Power of Attorney should be produced for admission to the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### 9. Signing Instructions

You must sign this form as follows in the spaces provided in **Section D**:

- |                           |  |
|---------------------------|--|
| <b>Individual:</b>        | Where the holding is in one name, the holder must sign.  |
| <b>Joint Holding:</b>     | Where the holding is in more than one name, all of the shareholders should sign.   |
| <b>Power of Attorney:</b> | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.   |
| <b>Companies:</b>         | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.<br>If the company (pursuant to section 204A of the <i>Corporations Act 2001</i> ) does not have a Company Secretary, a Sole Director can also sign alone.<br>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. |

### 10. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below **not later than 11:00 am (AEDT) on Monday, 23 February 2009** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### Proxy Forms may be lodged:

- by posting, delivery or facsimile to the Company's Company Secretarial office below:

Bentley International Limited  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth WA 6000

Bentley International Limited  
Reply Paid 83399  
Perth WA 6000

Facsimile: (08) 9322 1515