

Wednesday, 14 October 2009

MARKET ANNOUNCEMENT

Shareholder Letter and Forms

We enclose a copy of a mail out to shareholders advising of the following matters:

- The declaration of a fully franked special dividend of one cent per share;
- The setting of the Dividend Reinvestment Plan (DRP) issue price at a 2.5% discount to the Company's volume weighted average price on ASX in the 5 day period up to and including the dividend record date (28 October 2009) and enclosing a DRP Application / Notice of Variation Form to receive updated DRP instructions;
- Enclosing a Tax File Number Form; as the above final dividend is fully franked, withholding tax will not be deducted from dividend payments and remitted to the ATO even if the Company does not have shareholders' TFN on file;
- Enclosing a Bank Account Transfer Form to receive instructions for the payment of dividends via direct bank transfer;
- Enclosing a Dividend Donation Election Form to receive instructions on whether shareholders would like to join the Company's Dividend Donation Programme by withholding their dividends for donation to the Children's Hospital Foundations Australia (refer www.childrenshospitals.org.au);
- Enclosing an Annual Report Election Form to receive instructions on whether shareholders would like to receive a hard copy annual report by mail or an electronic version by email – as a consequence of recent changes in legislation, the default option for receiving annual reports has changed from a printed version to an electronic version available via the Company's website;
- An invitation to shareholders to register their email address with info@bel.com.au to receive the Company's ASX market announcements by email.

For further information:

Farooq Khan
Chairman
T | 1300 762 678 or (08) 9214 9757
E | info@bel.com.au

Victor Ho
Company Secretary
T | 1300 762 678 or (08) 9214 9757
E | vho@bel.com.au

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

14 October 2009

Dear Shareholders,

DECLARATION OF SPECIAL DIVIDEND AND OTHER SHAREHOLDER MATTERS

I am pleased to advise that the Directors have declared a special dividend out of profits generated during the current financial year as follows::

Dividend Rate	Record Date	Expected Payment Date	Franking
One cent per share	28 October 2009	30 October 2009	100% franked

Dividend Reinvestment Plan (DRP)

The Company's DRP will apply to this special dividend. The Directors have determined that the DRP issue price will be at a 2.5% discount to the Company's volume weighted average price on ASX in the 5 day period up to and including the dividend record date. The Company will lodge a market announcement advising the final DRP issue price after the record date.

A copy of the DRP rules and related documentation may be obtained from the Company or downloaded from the Company's website: www.bel.com.au.

The Directors advise that any shareholder wishing to participate in the DRP or vary their DRP election complete and lodge the enclosed **DRP Application / Notice of Variation Form** with the share registrar, Advanced Share Registry Services, by 5:00pm (Perth time) on Wednesday, 28 October 2009 (the **Due Date**). If you do not return your DRP form by the Due Date, your current (previously lodged) DRP instructions will prevail or, if you have not previously lodged a DRP form, you will receive a cash dividend.

Tax File Number

If you have not previously provided your Tax File Number (TFN), please complete **Section A** of the enclosed **TFN/Bank Account Form**. As the above dividend is fully franked, withholding tax will not be deducted from your dividend payment and remitted to the ATO even if the Company does not have your TFN on file by the Due Date.

Direct Crediting of Cash Dividend Payments

The Company offers shareholders the ability to receive their cash dividend payments by direct credit to an Australian bank account, rather than by cheque. If you wish to receive your dividends via bank transfer, please complete **Section B** of the enclosed **TFN/Bank Account Form** and return it to Advanced Share Registry Services. To apply for the above dividend, your form will need to be received by the Due Date.

www.bel.com.au

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Dividend Donation Programme

The Company is pleased to be in partnership with the **“Investing In Hope” Dividend Donation programme of Children’s Hospital Foundations Australia**, an Australia wide national partnership of children’s hospital foundations working together to fundraise in partnership with national corporate and business organisations for sick and injured kids in Australian children’s hospitals. Please refer to their website for further information: www.childrenshfa.com.au and details of member hospital foundations in each State.

“Investing in Hope allows shareholders to receive a triple benefit in return for their donation. Shareholders can take advantage of imputation credits and still receive a tax-deductible charity receipt. Importantly, these donations also provide hope for millions of sick and injured children and their families – now and in the future”, Noel Whittaker, Investing in Hope Ambassador for Children’s Hospital Foundations Australia.



The Company encourages all shareholders to participate in the Dividend Donation Programme, particularly those receiving smaller dividend cheques where the amount of the dividend can be less than the transaction and processing costs incurred by the Company with respect to payment of such dividend.

Royal Children’s Hospital Foundation QLD
Royal Children’s Hospital Foundation VIC
Sydney Children’s Hospital Foundation NSW
Women’s and Children’s Hospital Foundation SA
Princess Margaret Hospital Foundation WA

If you are interested in joining this programme, please complete the **Dividend Donation Election Form** to register your election. If you wish to withhold your upcoming final dividend for donation to the Children’s Hospital Foundation under this programme, please complete and return the enclosed **Dividend Donation Election Form** by the Due Date.

Annual Reports – Election Required to Receive a Printed Annual Report

The Australian Government introduced legislation in 2007 allowing the default option for receiving annual reports to be via a Company’s website. You will now receive timely, cost effective and electronic annual reports unless you request a printed copy. You can choose to be notified by email when the annual report and other shareholder communications become available on our website at www.bel.com.au. Otherwise information on accessing your electronic annual report will be provided in your AGM mail pack. Please refer to the enclosed **Annual Report Election Form** for further information.

Email Register

To keep up to date with the Company’s activities and announcements, please visit the Company’s website www.bel.com.au. If you are not already receiving ASX Company announcements by email and would like to do so, please send your email address to info@bel.com.au.

If you require any assistance with regard to any of the forms mentioned in this letter, please contact Advanced Share Registry Services on telephone (08) 9389 8033 or by email to admin@advancedshare.com.au. A Reply Paid envelope is also enclosed for your convenience in returning your completed forms.

Yours Sincerely,

Farooq Khan
Chairman

Telephone: 1300 762 678 or (08) 9214 9757
Email: info@bel.com.au

DIVIDEND REINVESTMENT PLAN



Our Reference: BEL / { HIN_SRN} / { REGISTER }

Balance at 13 October 2009: { SHARE_BAL }

Dividend Payment Method: { DIVIDENT_PAY_METHOD }

ABN 87 008 108 218

www.bel.com.au

{NA1}

{NA2}

{NA3}

{NA4}

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{NA6}

ALL CORRESPONDENCE TO:
Advanced Share Registry Services
PO Box 1156
Nedlands Western Australia 6909

Telephone: (08) 9389 8033

Facsimile: (08) 9389 7871

Email: admin@advancedshare.com.au

Investor Web: www.advancedshare.com.au

THIS FORM IS ONLY VALID WHEN IT IS SIGNED

APPLICATION / NOTICE OF VARIATION FORM

This form is to be completed when a shareholder wishes to have their dividend payments reinvested under the rules of the Dividend Reinvestment Plan (DRP) of Bentley Capital Limited (BEL).

DEGREE OF PARTICIPATION - PLEASE MARK ONE BOX ONLY

A **FULL Participation in the** I/We wish for ALL my shares (including any further acquisitions) to participate in the
DRP **DRP** **DRP**. No cash dividend will be paid.

B **Partial Participation in the** I/We wish for PART of my shares (including any further acquisitions) to participate in
DRP **DRP** **DRP**. The dividends on the balance of your shares (if any) will be paid in cash.

Please specify the number of shares to partially participate in the DRP

C **Termination of** I/We no longer wish to participate in the DRP. *Only tick Box C if you are already in the*
Participation in the DRP **DRP** **DRP** *and wish to cancel ALL your participation.*

I /We authorise the application of the payment of dividends to me/us with respect to the number of shares participating in the DRP at the price determined under, and subject to, the rules of the DRP.

I /We acknowledge that shares issued as a result of my participation in the DRP will automatically participate in the DRP.

I /We otherwise agree to be bound by the rules of the DRP in subscribing for additional shares in BEL.

PLEASE SIGN HERE

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

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date

Email: -----

Signing Instructions

Individual: Where the holding is in one name, the holder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: 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 form.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. 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.

Our Reference: BEL / { HIN_SRN } / { REGISTER }

Balance at 13 October 2009: { SHARE_BAL }

Current Elections: TFN Status: { TFN }

Dividend Payment Method: { DIVIDENT_PAY_METHOD }



Bentley Capital Limited

ABN 87 008 108 218

www.bel.com.au

{NA1}
{NA2}
{NA3}
{NA4}
{NA5}
(NA6)

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SECTION A - TAX FILE NUMBER (only complete if your have not previously quoted your TFN)

Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for either Shareholder 2 or Shareholder 3. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory. However, under Australian tax law, an investor who does not provide their TFN or exemption category may have an amount of tax deducted from any payments made equal to the highest marginal tax rate plus medicare levy.

Table with 4 columns: Shareholder Name(s), Tax File Number OR TFN Code, Investor Entity Type, *Non-Resident Country. Rows (1), (2), (3)

Investor Entity Type

Legend table for Investor Entity Type: I Individual, D Deceased individual, C Corporation, P Partnership, T Trust, S Superannuation fund, G Government organization, O Other non-individual

Table with 2 columns: TFN Code, Description. Includes codes like 333333333, 444444441, 444444442, 555555555, 666666666, 777777777, 888888888

SECTION B - PAYMENT OF DIVIDENDS VIA BANK TRANSFER

I/We hereby request that, until otherwise advised in writing, all dividends payable in cash in respect of my/our shareholding in BENTLEY CAPITAL LIMITED are to be redirected into the following Australian bank / building society account:

Name of account

Grid for Name of account

(Note: The name(s) must be the same as that/those printed above or include at least one of them. Dividends cannot be credited to third party accounts).

BSB Number (Bank/State/Branch)

Grid for BSB Number

Account Number

Grid for Account Number

Name of Bank/Financial Institution

Branch Suburb/Town

Contact Telephone Number

PLEASE SIGN BELOW

Signature lines for Individual Shareholder(s) and Signatures of Companies Only (Sole Director and Sole Secretary, Director, Secretary, Director)

Note: If signed under Power of Attorney, a Certified Copy of the relevant Power of Attorney document must be exhibited to the Registry. The Attorney declares that he/she has had no notice of revocation of the Power of Attorney.

14 October 2009

ANNUAL REPORTS - ELECTION REQUIRED TO RECEIVE A PRINTED ANNUAL REPORT

IMPORTANT NOTICE

The default option for receiving your annual report has changed from a printed version to an electronic version available via our website. You have the choice of continuing to receive the annual report in printed form.

PLEASE MAKE YOUR SELECTION ON THE BACK OF THIS LETTER.

Dear Shareholders,

ANNUAL REPORTS - ELECTION REQUIRED TO RECEIVE A PRINTED ANNUAL REPORT

The Australian Government recently 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.

Please refer to the Annual Report Election Form on the back of this letter to make your annual report selection and return the form to our share registry, Advanced Share Registry Services.

If you take no action, a printed Annual Report will not be sent to you but information on accessing an electronic version of the Annual Report will be provided in your AGM pack.

An electronic version of the Company's Report will be available on the Company's website at www.bel.com.au for shareholders to view and or download at their convenience.

If you have any questions regarding this form, please contact Advanced Share Registry Services on (08) 9389 8033 or by email to admin@advancedshare.com.au. A Reply Paid envelope is also enclosed for your convenience in returning the completed form.

Yours Sincerely,



Victor Ho
Company Secretary

Telephone: 1300 762 678 or (08) 9214 9757

Email: info@bel.com.au

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ANNUAL REPORT ELECTION FORM



Bentley
Capital Limited

ABN 87 008 108 218
www.bel.com.au

Our Reference: BEL / {REGISTER} / {HIN_SRN}
Balance as 13 October 2009: {SHARE BAL}

{NA1}
{NA2}
{NA3}
{NA4}
{NA5}
{NA6}

ALL CORRESPONDENCE TO:
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Investor Web: www.advancedshare.com.au

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SECTION ONE: ANNUAL REPORT ELECTION OPTIONS

Please select whether you would like to receive the following:

	NO	By Mail	By Email
Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Any other shareholder communications when available	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you take no action, a printed Annual Report will not be sent to you but information on accessing your electronic annual report will be provided in your AGM mail pack

SHAREHOLDER DETAILS

Area Code Telephone Number

Area Code Facsimile Number

Area Code Work Telephone Number

Mobile Telephone Number

Email

@

SECTION TWO: SIGN HERE

This section MUST be signed for your instructions to be executed

Individual or
Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

REGISTRY USE ONLY

This information is to be collected by Advanced Share Registry Services (Advanced Share) in its capacity as a share registry for issuers of securities. Your personal information may be provided on a confidential basis to our clients, companies listed on the Australian Securities Exchange, and other third party providers (including, but not limited to, mailing houses). This information is collected for the purpose of assisting Advanced Share in the proper administration and maintenance of the register of members. By providing this information, you consent to Advanced Share disclosing this information to such organisations for the purposes outlined. Should you have any queries regarding our privacy policy, please contact our office.

Our Reference: BEL / { HIN_SRN } / { REGISTER }

Balance at 13 October 2009: { SHARE_BAL }

Current Elections: TFN Status: { TFN }
Dividend Payment Method: { DIVIDENT_PAY_METHOD }



Bentley
Capital Limited

ABN 87 008 108 218
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{NA1}
{NA2}
{NA3}
{NA4}
{NA5}
(NA6)

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The Company has determined to join in partnership with the "Investing In Hope" Dividend Donation programme of Children's Hospital Foundations Australia, an Australia wide national partnership of children's hospital foundations working together to fundraise in partnership with national corporate and business organisations for sick and injured kids in Australian children's hospitals. Please refer to their website for further information: www.childrenshospitals.org.au and details of member hospital foundations in each State.

Children's Hospital Foundations Australia is administered by Royal Children's Hospital Foundation ABN 38 936 879 794, a public benevolent institution endorsed on the business.gov.au website as a "Deductible Gift Recipient" from 1 July 2000.

DIVIDEND DONATION ELECTION FORM

ALL I/We wish to donate ALL my/our ordinary dividend payments to **Children's Hospital Foundations Australia**

PART I/We wish to donate PART of my/our ordinary dividend payments to **Children's Hospital Foundations Australia**

Please show the number of shares you would like to donate the dividends from or the percentage of your dividend payments that you would like to donate:

TERMINATE I/We wish to TERMINATE my/our participation in the Dividend Donation Programme

- I/We authorise you to act in accordance with my/our instructions set out above. I/we understand that my/our future cash dividend payments will be automatically directed to **Children's Hospital Foundations Australia** as per my/our instructions above.
- For Australian income tax purposes, the decision to donate all or part of your cash dividend entitlement will still require you to declare the amount donated as assessable dividend income. However, **Children's Hospital Foundations Australia** is endorsed on the business.gov.au website as having "Deductible Gift Recipient" status, and donations of A\$2 or more to **Children's Hospital Foundations Australia** are allowable tax deductions.
- The Company will provide you with written confirmation detailing the amount donated for retention with your tax records. Your name/personal details will not be provided to Children's Hospital Foundations Australia and as such, Children's Hospital Foundations Australia will not provide you with a receipt for your tax records.
- The Dividend Donation Programme is available only in respect of cash dividend entitlements paid in Australian dollars, and participation is limited to Australian resident taxpayers.
- Please note your Dividend Donation Programme Election will be subject to any existing or future election you may have in place regarding participation in a Dividend Reinvestment Plan (DRP), and will continue to apply in respect of each of your future cash dividend entitlements unless and until you terminate or vary your participation. That is, you must terminate your participation in the Company's DRP to give effect to your participation under the Dividend Donation Programme.
- You can terminate or vary your participation in the Dividend Donation Programme at any time by completing a fresh Dividend Donation Election form.
- This election shall remain in effect until such time as it is terminated by me/us in writing, or the Dividend Donation Programme is terminated. Should the programme be terminated, I/we understand dividend payments will revert back to previous manner of payment.

For further details, contact the Company Secretary on (08) 9214 9757 or email info@bel.com.au

PLEASE SIGN HERE This section *must* be correctly signed to enable your directions to be implemented.

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

Email: -----

Note: If signed under Power of Attorney, a Certified Copy of the relevant Power of Attorney document must be exhibited to the Registry. The Attorney declares that he/she has had no notice of revocation of the Power of Attorney.