



Bentley Capital Limited

HALF YEAR REPORT

31 December 2013

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE
30 JUNE 2013 ANNUAL REPORT OF THE COMPANY
LODGED ON ASX ON 30 OCTOBER 2013



ASX Code: BEL

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CONTENTS**CORPORATE DIRECTORY**

ASX Appendix 4D – Results for Announcement to the Market	2
Company Profile	5
Directors’ Report	6
Auditor’s Independence Declaration	17
Consolidated Statement of Profit or Loss and other Comprehensive Income	18
Consolidated Statement of Financial Position	19
Consolidated Statement of Changes in Equity	20
Consolidated Statement of Cash Flows	21
Notes to the Consolidated Financial Statements	22
Directors’ Declaration	31
Auditor’s Independent Review Report	32
Securities Information	34

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BOARD

Farooq Khan	Executive Chairman
William M. Johnson	Non-Executive Director
Christopher B. Ryan	Non-Executive Director

COMPANY SECRETARY

Victor P. H. Ho

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Australian Securities Exchange
Sydney, New South Wales

ASX CODE

BEL

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APPENDIX 4D HALF YEAR REPORT

This Half Year Report is provided to the Australian Securities Exchange (ASX) under ASX Listing Rule 4.2A.3

Current reporting period: 1 July 2013 to 31 December 2013
 Previous corresponding period: 1 July 2012 to 31 December 2012
 Reporting Date: 31 December 2013
 Company: Bentley Capital Limited (**Bentley** or **BEL**)
 Consolidated Entity: BEL and controlled entities

RESULTS FOR ANNOUNCEMENT TO THE MARKET

CONSOLIDATED	December 2013 \$'000	December 2012 \$'000	% Change	Up / Down
Net gain on financial assets held at fair value through profit or loss	1,413	291	386%	Up
Dividends	183	202	9%	Down
Interest	50	139	64%	Down
Other investment-related income	18	10	84%	Up
Total revenue	1,664	642	160%	Up
Technology expenses	(181)	(117)	55%	Up
Salaries, fees and employee benefits	(159)	(195)	19%	Down
Other corporate and administration expenses	(338)	(344)	2%	Down
Total expenses	(678)	(656)	1%	Up
Profit/(Loss) before tax	986	(14)	7107%	Profit Up
Income tax benefit/(expense)	-	-		
Profit/(Loss) after tax attributable to members	986	(14)	7107%	Profit Up
Basic and diluted earnings/(loss) per share (cents)	1.34	(0.02)	6900%	Earnings Up

CONSOLIDATED	December 2013 cents	June 2013 cents	% Change	Up / Down
Pre-Tax NTA backing per share	24.76	24.48	1%	Up
Post-Tax NTA backing per share	24.76	24.48	1%	Up
Pre and Post-Tax NTA backing per share (with the capital return during the half year ending 31 December 2013 added back)	25.76	24.48	5%	Up

Subsequent to the Reporting Date:

- The Consolidated Entity has earned a net profit of \$1.11 million (for the 7 months of the financial year to 31 January 2014) (unaudited), principally as a consequence of a \$1.097 million unrealised gain and a \$0.541 million realised gain on share investments.
- The Consolidated Entity's 31 January 2014 pre and post tax net tangible asset (NTA) backing was 24.92 cents per share (unaudited).

APPENDIX 4D HALF YEAR REPORT

Brief Explanation of Results

- (1) The Consolidated Entity's principal activities during the half year comprise share investment and trading and through its subsidiary, Devisd Pty Limited (**Devisd**), software and web technology applications development.

With respect to its share investment and trading activities, the Consolidated Entity generated a net gain of \$1.413 million (pre and post-tax) during the half year (December 2012: \$0.291 million net gain pre and post-tax). Devisd's operations incurred \$0.229 million in net losses and capitalised software and applications development expenditure (December 2012: \$0.178 million), leading to the Consolidated Entity generating an overall net gain of \$0.986 million during the financial half year (December 2012: \$14,286 net loss).

- (2) The \$1.413 million net gain result in relation to the Consolidated Entity's investments comprised \$0.917 million net unrealised gains and \$0.496 million net realised gains (December 2012: \$1.043 million net unrealised gains and \$0.752 million net realised losses).
- (3) The Consolidated Entity's Devisd technology software/applications development division contributed a net loss of \$0.177 million for the half year (December 2012: \$0.117 million net loss). Devisd's capitalised software and applications development expenditure as at 31 December 2013 was \$0.363 million (June 2013: \$0.312 million).
- (4) Bentley returned one cent per share capital to shareholders during the half year (at a total cost of \$0.734 million) as approved by shareholders on 28 November 2013¹ (December 2012: one cent per share capital was returned in 16 November 2011² at a total cost of \$0.734 million).

Please also refer to the Directors' Report and financial statements and notes thereto for further information on a review of Bentley's operations and financial position and performance for the half year ended 31 December 2013.

Dividends

The Company has not paid any dividends during the financial half year (December 2012: Nil).

The Directors have declared payment of an interim dividend for the half year ending 31 December 2013, with details as follows:

Dividend Rate	Record Date	Expected Payment Date	Franking
One cent per share	14 March 2014	21 March 2014	100% franked

The Company's Dividend Reinvestment Plan (**DRP**) will apply to this 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 Company's [DRP Rules](#) and [Application/Notice of Variation Form](#) be obtained from the Company or downloaded from the Company's website.

¹ Approved by shareholders on 28 November 2013; refer [Notice of Meeting dated 21 October 2013](#) released on ASX on 30 October 2013 and [Results of 2013 Annual General Meeting](#) released on ASX on 28 November 2013.

² Approved by shareholders on 16 November 2012; refer [Notice of Meeting dated 12 October 2012](#) released on ASX on 18 October 2012 and [Results of 2012 Annual General Meeting](#) released on ASX on 16 November 2012.

APPENDIX 4D HALF YEAR REPORT

Capital Return

The Company distributed one cent per share as a return of capital (at a total cost of \$0.734 million) during the financial half year (December 2012: one cent per share at a total cost of \$0.734 million), as follows:

Capital Return	Record Date	Payment Date
One cent per share	6 December 2013	12 December 2013

Controlled Entities and Associates and Joint Venture Entities

The Company did not gain or lose control over any entities during the financial half year (December 2012: Bentley incorporated a wholly owned subsidiary, Devisd Pty Limited, on 12 July 2012 (as Bentley Technologies Pty Limited).

The Company did not have any interest in associates or joint venture entities during the financial half year (December 2012: Nil).

For and on behalf of the Directors,



Victor Ho
Company Secretary

Date: 24 February 2014

Telephone: (08) 9214 9757

Email: cosec@bel.com.au

COMPANY PROFILE

Bentley Capital Limited has been listed on the Australian Securities Exchange (ASX) since October 1986 as an investment company (ASX Code: BEL). Bentley's investment objectives are to:

- Achieve a high real rate of return over the medium term, ideally comprising both revenue and capital growth, whilst operating within acceptable risk parameters set by the Board; and
- Deliver a regular revenue stream for shareholders in the form of franked dividends.

As at 31 December 2013, BEL had net tangible assets (NTA) of \$18.158 million (at \$0.2476 post-tax NTA backing per share), 73,350,541 fully paid ordinary shares on issue, and 1,937 shareholders on its share register.

NET ASSET WEIGHTINGS

Net Assets	31 December 2013		30 June 2013		31 December 2012	
	\$'m	%	\$'m	%	\$'m	%
Australian equities ¹	17.50	94.5	13.06	71.5	12.34	63.8
Intangible assets and resource projects ²	0.36	1.9	0.31	1.7	0.13	0.7
Provision for income tax	-	-	-	-	-	-
Net cash on deposit/other assets/provisions	0.66	3.6	4.90	26.8	6.85	35.5
Total Net Assets	18.52	100.0	18.27	100.0	19.32	100.0
NTA Backing per share	\$0.2476		\$0.2448		\$0.2625	
Adjusted NTA Backing per share	\$0.2576		N/A		N/A	

(with the capital return during the half year ending 31 December 2013 added back)

1. Includes an investment in the CBG Australian Equities Fund (Wholesale) (formerly FSP Equities Leaders Fund)

2. Includes the value of capitalised software development and tenement applications costs

MAJOR HOLDINGS

A summary of Bentley's major investment holdings (by value and as a percentage of net assets) is:

Security	ASX		31 December 2013		30 June 2013		31 December 2012	
	Code	Industry Sector	\$'m	%	\$'m	%	\$'m	%
CBG Australian Equities Fund	-	Diversified	7.96	43.0	6.83	37.4	6.44	33.3
Molopo Energy Limited	MPO	Materials	3.05	16.5	-	-	-	-
Bauxite Resources Limited	BAU	Materials	1.33	7.2	-	-	-	-
Fleetwood Corporation Limited	FWD	Consumer Durables & Apparel	0.56	3.0	-	-	-	-
Reckon Limited	RKN	Software & Services	0.54	2.9	-	-	-	-
Marathon Resources Limited	MTN	Materials	0.48	2.6	-	-	-	-
Other listed securities	-	Various	3.58	19.3	6.23	34.1	5.90	30.5

DISTRIBUTION HISTORY

Rate per share	Nature	Record Date	Payment Date	Franking	DRP Issue Price
One cent	Dividend	14 March 2014	21 March 2014	100%	TBA
One cent	Return of capital	6 December 2013	12 December 2013	-	-
One cent	Return of capital	15 April 2013	18 April 2013	-	-
One cent	Return of capital	26 November 2012	30 November 2012	-	-
One cent	Return of capital	16 April 2012	19 April 2012	-	-
Five cents	Return of capital	12 October 2011	14 October 2011	-	-
2.4 cents	Dividend (Special)	5 September 2011	26 September 2011	100%	\$0.2188
One cent	Dividend	5 September 2011	26 September 2011	100%	\$0.2188
One cent	Dividend	10 March 2011	17 March 2011	100%	\$0.2429
One cent	Dividend	22 September 2010	30 September 2010	100%	\$0.2325
One cent	Dividend	8 March 2010	15 March 2010	100%	\$0.2952
One cent	Dividend	28 October 2009	30 October 2009	100%	\$0.2689

DIRECTORS' REPORT

The Directors present their Directors' Report on Bentley Capital Limited ABN 87 008 108 218 (**Company** or **Bentley** or **BEL**) and its controlled entities (the **Consolidated Entity**) for the financial half year ended 31 December 2013 (**Reporting Date**).

Bentley is a company limited by shares that was incorporated in South Australia in June 1986 and has been listed on the Australian Securities Exchange (**ASX**) since October 1986 as an investment company (ASX Code: BEL).

The Company has prepared a consolidated financial report incorporating the entities that it controlled during the financial half year, being wholly owned subsidiaries - Scarborough Equities Pty Ltd ACN 061 287 045, Scarborough Resources Pty Ltd ACN 150 394 291, Devisd Pty Limited ACN 159 456 149, Bentley Portfolio No.1 Pty Ltd ACN 163 043 230, ShopBites Pty Limited ACN 162 057 114 and rdrct.it Pty Limited ACN 163 045 930.

PRINCIPAL ACTIVITIES

BEL is a listed investment company. Since admission to ASX in 1986, the principal investment objective of the Company was to invest in equity securities listed on the world's major stock markets.

Bentley's investment objectives are to:

- Achieve a high real rate of return over the medium term, ideally comprising both revenue and capital growth, whilst operating within acceptable risk parameters set by the Board; and
- Deliver a regular revenue stream for shareholders in the form of franked dividends.

Within its broader investment mandate³, Bentley is focussing on several key investment sectors which the Board believes offer the opportunity to collectively generate overall returns for shareholders materially in excess of Bentley's benchmark All Ordinaries Index⁴:

- (1) Strategic investments in listed companies with either an active or passive participation;
- (2) Corporate financing;
- (3) Promotion of IPOs; and
- (4) Participation in, and funding of, corporate restructurings.

Bentley established a technology software/applications development division (Devisd Pty Limited) in July 2012 to provide exposure to the potentially valuable Internet and social media applications and software sector.

³ Approved by shareholders on 25 February 2009; refer Bentley's [Notice of Meeting dated 15 January 2009](#) and released on ASX on 23 January 2009; also reproduced in the Investment Mandate Section at page 60 of Bentley's 2013 Annual Report.

⁴ Refer [10 May 2010 ASX market announcement "Appointment of Chief Investment Officer and Implementation of Investment Strategy"](#).

DIRECTORS' REPORT

NET TANGIBLE ASSET BACKING

CONSOLIDATED	December 2013 \$'000	June 2013 \$'000
Net assets (before tax on unrealised gains)	18,521	18,268
Less: Intangible assets	(363)	(312)
Net tangible assets (before tax on unrealised gains)	18,158	17,956
Pre-tax NTA backing per share (cents)	24.76	24.48
Less: Net deferred tax asset/liabilities	-	-
Net tangible assets (after tax on unrealised gains)	18,158	17,956
Post-tax NTA backing per share (cents)	24.76	24.48
Value of capital returns in previous 6 months	734	734
Adjusted Pre and Post-tax NTA backing per share (cents) (with capital returns during the financial half year added back)	25.76	N/A
Based on total issued shares	73,350,541	73,350,541

Bentley returned one cent per share capital to shareholders during the half year (at a total cost of \$0.734 million) as approved by shareholders on 28 November 2013⁵ (December 2012: One cent per share capital was returned in November 2012⁶ at a total cost of \$0.734 million).

Bentley's 31 January 2014 pre and post tax NTA backing was 24.92 cents per share (unaudited).

OPERATING RESULTS

CONSOLIDATED	December 2013 \$'000	December 2012 \$'000
Net gain on financial assets held at fair value through profit or loss	1,413	291
Dividends	183	202
Interest	50	139
Other investment-related income	18	10
Total revenue	1,664	642
Technology expenses	(181)	(117)
Salaries, fees and employee benefits	(159)	(195)
Other corporate and administration expenses	(338)	(344)
Total expenses	(678)	(656)
Profit/(Loss) before income tax expense	986	(14)
Income tax expense	-	-
Profit/(Loss) after income tax expense	986	(14)

Subsequent to the Reporting Date, Bentley has earned a net profit of \$1.11 million (for the 7 months of the financial year to 31 January 2014) (unaudited), principally as a consequence of a \$1.097 million unrealised gain and a \$0.541 million realised gain on share investments.

⁵ Approved by shareholders on 28 November 2013; refer [Notice of Meeting dated 21 October 2013](#) released on ASX on 30 October 2013 and [Results of 2013 Annual General Meeting](#) released on ASX on 28 November 2013.

⁶ Approved by shareholders on 16 November 2012; refer [Notice of Meeting dated 12 October 2012](#) released on ASX on 18 October 2012 and [Results of 2012 Annual General Meeting](#) released on ASX on 16 November 2012.

DIRECTORS' REPORT

Bentley's principal activities during the year comprise share investment and trading and through its operating subsidiary, Devisd Pty Limited (**Devisd**), software and web technology applications development.

With respect to its share investment and trading activities, Bentley generated a net gain of \$1.413 million (pre and post-tax) during the half year (December 2012: \$0.291 million net gain pre and post-tax). Devisd's operations incurred \$0.229 million in net losses and capitalised software and applications development expenditure (December 2012: \$0.178 million), leading to the Bentley generating an overall net gain of \$0.986 million during the financial half year (December 2012: \$14,286 net loss).

The \$1.413 million net gain result in relation to Bentley's investments comprised \$0.917 million net unrealised gains and \$0.496 million net realised gains (December 2012: \$1.043 million net unrealised gains and \$0.752 million net realised losses).

The Devisd technology software/applications development division contributed a net loss of \$0.177 million for the half year (December 2012: \$0.117 million net loss).

EARNINGS/(LOSS) PER SHARE

CONSOLIDATED	December 2013 cents	December 2012 cents
Basic earnings/(loss) per share	1.34	(0.02)

FINANCIAL POSITION

CONSOLIDATED	December 2013 \$'000	June 2013 \$'000
Investments	17,498	13,058
Cash	878	4,892
Net deferred tax asset / liabilities	-	-
Intangible assets	363	312
Other assets	61	216
Liabilities	(279)	(210)
Net assets	18,521	18,268
Issued capital	19,087	19,820
Profit Reserve	1,778	-
Accumulated losses	(2,344)	(1,552)
Total equity	18,521	18,268

DIVIDENDS

The Company has not paid any dividends during the financial half year (December 2012: Nil).

The Directors have declared payment of an interim dividend for the half year ending 31 December 2013, with details as follows:

Dividend Rate	Record Date	Expected Payment Date	Franking
One cent per share	14 March 2014	21 March 2014	100% franked

DIRECTORS' REPORT

The Company's Dividend Reinvestment Plan (DRP) will apply to this 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 Company's [DRP Rules](#) and [Application/Notice of Variation Form](#) may be obtained from the Company or downloaded from the Company's website.

CAPITAL MANAGEMENT

Securities on Issue

The Company has 73,350,541 (30 June 2013: 73,350,541) fully paid ordinary shares on issue. All such shares are listed on ASX. The Company has no other securities on issue.

Capital Return

The Company distributed one cent per share as a return of capital (at a total cost of \$0.734 million) during the financial half year⁷ (December 2012: one cent per share at a total cost of \$0.734 million), as follows:

Capital Return	Record Date	Payment Date
One cent per share	6 December 2013	12 December 2013

REVIEW OF OPERATIONS

Net Asset Weightings

A summary of Bentley's net asset weighting (by value and as a percentage of net assets) is:

Net Assets	31 December 2013		30 June 2013		31 December 2012	
	\$'m	%	\$'m	%	\$'m	%
Australian equities ¹	17.50	94.5	13.06	71.5	12.34	63.8
Intangible assets and resource projects ²	0.36	1.9	0.31	1.7	0.13	0.7
Provision for income tax	-	-	-	-	-	-
Net cash on deposit/other assets/provisions	0.66	3.6	4.90	26.8	6.85	35.5
Total Net Assets	18.52	100.0	18.27	100.0	19.32	100.0
NTA backing per share	\$0.2476		\$0.2448		\$0.2625	
Adjusted NTA Backing per share	\$0.2576		N/A		N/A	

(with the capital return during the half year ending 31 December 2013 added back)

¹ Includes an investment in the CBG Australian Equities Fund (Wholesale) (formerly FSP Equities Leaders Fund)

² Includes the value of capitalised software development and tenement applications costs

⁷ Approved by shareholders on 28 November 2013; refer [Notice of Meeting dated 21 October 2013](#) released on ASX on 30 October 2013 and [Results of 2013 Annual General Meeting](#) released on ASX on 28 November 2013.

DIRECTORS' REPORT

Major Holdings

A summary of Bentley's major investment holdings (by value and as a percentage of net assets) is:

Security	ASX Code	Industry Sector	31 December 2013		30 June 2013		31 December 2012	
			\$'m	%	\$'m	%	\$'m	%
CBG Fund	-	Diversified	7.96	43.0	6.83	37.4	6.44	33.3
Molopo Energy Limited	MPO	Materials	3.05	16.5	-	-	-	-
Bauxite Resources Limited	BAU	Materials	1.33	7.2	-	-	-	-
Fleetwood Corporation Limited	FWD	Consumer Durables & Apparel	0.56	3.0	-	-	-	-
Reckon Limited	RKN	Software & Services	0.54	2.9	-	-	-	-
Marathon Resources Limited	MTN	Materials	0.48	2.6	-	-	-	-
Other listed securities	-	Various	3.58	19.3	6.23	34.1	5.90	30.5

Subsequent to the Reporting Date and to 14 February 2014, Bentley has:

- (1) Realised gross proceeds of \$2.134 million from the sale of listed securities;
- (2) Redeemed \$1.816 million from the CBG Fund; and
- (3) Invested a further \$3.729 million in listed securities.

Investment in the CBG Australian Equities Fund (Wholesale) (CBG Fund)⁸

As at 31 December 2013, Bentley had \$7.962 million (42.99% of its net assets) invested in the CBG Australian Equities Fund (Wholesale) (CBG Fund) (formerly FSP Equities Leaders Fund (FSP Fund) (December 2012: \$6.436 million (33.30%)).

The 6 month net performance of the CBG Fund to 31 December 2013 was +16.6% (December 2012: +15.7%). The benchmark performance (S&P/ASX 200 Accumulation Index) was +14.0% (December 2012: +16.4%) over the same period.

The CBG Fund is a wholesale fund not open to retail investors. The objective of the fund is to outperform the S&P/ASX 200 Accumulation Index over the medium term. The Investment Manager is "style neutral" and invests in growth stocks, value stocks, stocks with maintainable dividend yields and special situations. Bentley is able to redeem its investment in the CBG Fund at short notice without any exit fees.

CBG Fund details as at 31 December 2013 are as follows:

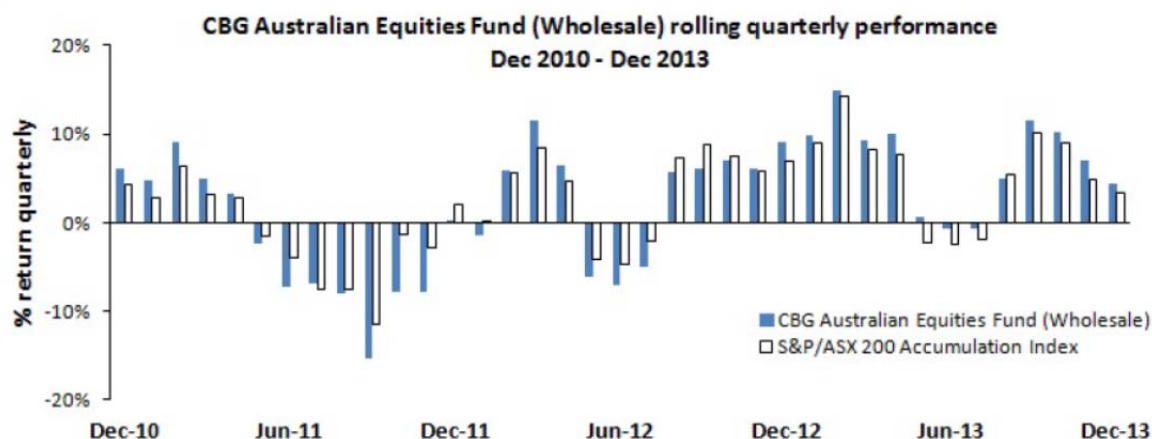
- The equity portfolio weighting was 94.33% (December 2012: 95.98%);
- 89.64% of the equity portfolio was invested in companies contained within the S&P/ASX 200 Index (December 2012: 87.39%) with the balance of 10.36% invested in companies outside of the S&P/ASX 200 Index (December 2012: 12.61%); and
- The equity portfolio contained 38 holdings (December 2012: 46 holdings).

CBG Fund Returns To:	1mth	3mths	6mths	1yr	2yrs	3yrs	Since Inception
31 December 2013	(%)	(%)	(%)	(%)	(% p.a.)	(% p.a.)	(% p.a.)
CBG Fund	1.3%	4.4%	16.6%	26.6%	23.3%	7.9%	10.3%
ASX/S&P 200 Accumulation Index	0.8%	3.4%	14.0%	20.2%	20.2%	8.9%	8.6%

⁸ Based on information provided by investment manager, [CBG Asset Management Limited](#)

DIRECTORS' REPORT

CBG Fund Returns To: 31 January 2014	1mth (%)	3mths (%)	6mths (%)	1yr (%)	2yrs (% p.a.)	3yrs (% p.a.)	Since Inception (% p.a.)
CBG Fund	-2.3%	-2.1%	7.8%	17.8%	18.2%	6.8%	10.0%
ASX/ S&P 200 Accumulation Index	-3.0%	-3.5%	5.1%	11.1%	15.5%	7.8%	8.3%



Notes:

- (a) Shows the net return of the fund over the preceding 3 months for each quarter, compared with that of the benchmark ASX/S&P 200 Accumulation Index
- (b) The information in the table is historical and the past performance of the CBG Australian Equities Fund (Wholesale) is not a reliable predictor of the future performance of such fund; CBG have not made any representation to the Company that it will achieve any specific future rate of return on the fund

CBG Fund Top 20 Holdings			Fund Weight	
ASX Code	Asset Name	31-Dec-13	Fund Weight	
ANZ	ANZ BANKING GROUP LIMITED	9.0%	Financials (ex-Real Estate)	48.4%
WBC	WESTPAC BANKING CORPORATION	8.2%	Consumer Discretionary	12.6%
CBA	COMMONWEALTH BANK OF AUSTRALIA	7.9%	Industrials	10.9%
BHP	BHP BILLITON LIMITED	6.5%	Materials	6.5%
NAB	NATIONAL AUSTRALIA BANK LIMITED	4.6%	Cash/Hybrids/Fixed Interest	5.7%
HGG	HENDERSON GROUP	4.2%	Utilities	5.3%
FLT	FLIGHT CENTRE TRAVEL GROUP LIMITED	3.4%	Energy	3.2%
SUN	SUNCORP GROUP LIMITED	3.1%	Health Care	2.6%
BTT	BT INVESTMENT MANAGEMENT LTD	3.1%	Real Estate	2.1%
TCL	TRANSURBAN GROUP	2.6%	Consumer Staples	1.8%
OSH	OIL SEARCH LIMITED	2.6%	Telecommunication Services	0.9%
LLC	LEND LEASE LIMITED	2.1%		
IVC	INVOCARE LIMITED	2.1%		
APA	APA GROUP	2.1%		
MQA	MACQUARIE ATLAS ROAD GROUP	2.0%		
IFL	IOOF HOLDINGS LIMITED	2.0%		
GEM	G8 EDUCATION LIMITED	2.0%		
DUE	DUET GROUP	1.9%		
RMD	RESMED INC	1.9%		
RFG	RETAIL GROUP FOOD LIMITED	1.8%		

Investment in [Molopo Energy Limited](#) (ASX : MPO)

DIRECTORS' REPORT

As at 31 December 2013, Bentley held 16,926,688 shares in MPO (being 6.86% of MPO's total issued share capital), which were acquired during the financial half year at a total cost of \$3.225 million (at an average price of \$0.191 per share).

Subsequent to the Reporting Date (and as at 14 February 2014), Bentley has acquired a further 16,837,150 shares (at a total cost of \$3.482 million), taking its current holding to 33,763,838 shares (13.66%, being the largest shareholder in MPO) (acquired at an average price of \$0.199 per share).

MPO is an oil and gas exploration, development and production company that has recently disposed of a number of assets in Texas, Saskatchewan and South Africa and is currently seeking to identify business development opportunities in the Western Canadian Sedimentary Basin that come with existing production and predominantly development/exploitation potential, rather than exploration upside. MPO has a cash backing of ~US\$0.247 (~A\$0.278) cash backing per share based on ~US\$57.5 million (~A\$64.65) million cash position (net of a US\$4.75 million (~A\$5.35 million) provision for a legal claim) as at 31 December 2013.⁹

Investment in [Bauxite Resources Limited](#) (ASX: BAU)

As at 31 December 2013, Bentley held 11,575,000 shares in BAU (being 5% of BAU's total issued share capital), which were acquired during the financial half year at a total cost of \$1.469 million (at an average price of \$0.127 per share).

BAU is a bauxite minerals exploration and evaluation company with tenements in Western Australia's Darling Ranges; it has a cash backing of ~\$0.185 per share (based on a ~\$42.735 million cash position as at 31 December 2013) and a contingent liability from unspecified claims from current and former shareholders in relation to a share placement undertaken in October 2009, as notified to BAU by a litigation funder¹⁰.

Investment in [Marathon Resources Limited](#) (ASX : MTN)

As at 31 December 2013, Bentley held 19,346,900 shares in MTN (being 20.98% of MTN's total issued share capital), which were acquired on 21 October 2013 at a total cost of \$0.485 million (at an average price of \$0.025 per share).

During the financial half year, Bentley launched an on-market takeover bid for 100% of MTN at \$0.025 per share.¹¹ The bid closed on 18 December 2013 with Bentley acquiring 914,563 shares at a total cost of \$0.023 million increasing its interest in MTN from 19.99% (pre bid) to 20.98% (post bid).

MTN is a minerals exploration company with a cash backing of ~\$0.0445 per share (based on a ~\$4.103 million cash position as at 31 December 2013) and has advised that it is undertaking due diligence on a number of potential new projects in Australia and overseas.¹²

Devisd Applications / Software Development

⁹ Refer [MPO's December 2013 Quarterly Report](#) dated and lodged on ASX on 29 January 2014 and their [30 June 2013 Half Year Report](#) lodged on ASX on 13 September 2013; based on an assumed exchange rate of A\$1.00 = US\$0.8873.

¹⁰ Refer BAU's [December 2013 Quarterly Report](#) dated and lodged on ASX on 29 January 2014 and their [2013 Annual Report](#) lodged on ASX on 14 October 2013

¹¹ Refer [Bentley's Bidder's Statement for MTN dated 25 October 2013](#).

¹² Refer MTN's [December 2013 Quarterly Report](#) dated and lodged on ASX on 31 January 2014 and their [2013 Annual Report](#) lodged on ASX on 30 September 2013

DIRECTORS' REPORT

Bentley has a subsidiary operation (Devisd) involved in software and web technology applications development (**Devisd**).

Devisd was formed to provide exposure to the growing importance of the Internet and social media applications as a potentially valuable investment and/or income generating opportunity for Bentley.

Devisd's applications and software projects under development are summarised below:

- (1) **"Rdrct.it"** is a web service that allows smart-phone application (app) developers to send out download links for their apps and app content that direct link recipients to the correct end-point, irrespective of the user's platform, or whether they have the relevant app installed. This project was launched in July 2013 (in beta mode) and has generated affiliate fee revenues from Apple of \$2,179 during the financial half year.
- (2) **"Yurn.it"** is an e-commerce website interlaced with social and competitive elements. Via a series of rolling competitions, users will be encouraged to identify and upload consumer items to the yurn.it website.
- (3) **ShopBites** is a smartphone application and system designed to drive foot traffic into participating stores throughout Australia. Registered shoppers are targeted (using geo-location technology) and encouraged to visit partner stores and undertake certain actions using their smartphone (such as scanning in-store QR codes or product barcodes) and in doing so, will earn points called 'bites'. Bites can then be redeemed for a range of rewards, including digital gift vouchers, credits for third-party applications and physical goods, all within the smartphone application.
- (4) **Squizzd** is a smartphone application that allows users to create an Augmented Reality (AR) map to share with friends or the general public. Maps may include local attractions, tourist spots or something as specific as temporary locations at an event.
- (5) **Tree Trauma** is a mobile game in which the player acts as a topiarist who, using a variety of tools, trims trees into shapes as set by topiary judges.

Performance Bonus Scheme (PBS)

There were no entitlements arising under the Company's Performance Bonus Scheme (**PBS**)¹³ during the financial half year (December 2012: nil). The conditions for payment to members of the Investment Committee are related to Bentley's financial performance (based on the change in Bentley's net asset value relative to the Benchmark ASX All Ordinaries Index) during each half-year.

There was an underperformance of \$1.103 million recorded for the half year ended 31 December 2013. This underperformance value will be carried forward into future half year periods until they have been 'clawed back' by outperformance, pursuant to the terms of the PBS.

¹³ Refer [10 May 2010 ASX market announcement "Appointment of Chief Investment Officer and Implementation of Investment Strategy"](#) and also the Remuneration Report at pages 18 to 21 of the [2013 Annual Report](#).

DIRECTORS' REPORT

DIRECTORS

Directors in office during or since the financial half year are as follows:

FAROOQ KHAN	Chairman
<i>Appointed</i>	Director since 2 December 2003; Chairman since 10 February 2004
<i>Qualifications</i>	BJuris, LLB. (UWA)
<i>Experience</i>	Mr Khan is a qualified lawyer having previously practised principally in the field of corporate law. Mr Khan has extensive experience in the securities industry, capital markets and the executive management of ASX-listed companies. In particular, Mr Khan has guided the establishment and growth of a number of public listed companies in the investment, mining and financial services sector. He has considerable experience in the fields of capital raisings, mergers and acquisitions and investments.
<i>Relevant interest in shares</i>	22,254,408 shares (held indirectly ¹⁴)
<i>Special Responsibilities</i>	Chairman of the Board and Investment Committee
<i>Other current directorships in listed entities</i>	<ol style="list-style-type: none"> (1) Executive Chairman and Managing Director of Queste Communications Ltd (QUE) (since 10 March 1998) (2) Executive Chairman of Orion Equities Limited (OEQ) (since 23 October 2006) (3) Alternate Director to Victor Ho, who is Non-Executive Director of Strike Resources Limited (SRK) (since 20 January 2014)
<i>Former directorships in other listed entities in past 3 years</i>	<ol style="list-style-type: none"> (1) Alara Resources Limited (AUQ) (18 May 2007 to 31 August 2012) (2) Yellow Brick Road Holdings Limited (YBR) (27 April 2006 to 18 March 2011) (3) Strike Resources Limited (SRK) (3 September 1999 to 3 February 2011)

WILLIAM M. JOHNSON	Non-Executive Director
<i>Appointed</i>	Director since 13 March 2009; Non-Executive Director since 26 March 2013
<i>Qualifications</i>	MA (Oxon), MBA
<i>Experience</i>	Mr Johnson commenced his career in resource exploration and has held senior management and executive roles in a number of public companies in Australia, New Zealand and Asia. Throughout his career, Mr Johnson has been actively involved in the strategic analysis of a diverse range of business and investment opportunities and the execution of many corporate transactions. Mr Johnson brings a considerable depth of experience in business strategy and investment analysis and execution.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	Mr Johnson is a Member of the Audit and Remuneration Committees. He was a member of the Investment Committee until 26 March 2013.
<i>Other current directorships in listed entities</i>	<ol style="list-style-type: none"> (1) Managing Director of Strike Resources Limited (SRK) (since 25 March 2013; Director since 14 July 2006; Executive Director since 21 January 2013)
<i>Former directorships in other listed entities in past 3 years</i>	<ol style="list-style-type: none"> (1) Orion Equities Limited (OEQ) (28 February 2003 to 3 May 2013) (2) Alara Resources Limited (AUQ) (26 October 2009 to 31 October 2013)

¹⁴ An indirect interest held by Queste Communications Ltd (QUE) (1,740,625 shares) and Orion Equities Limited (OEQ) (20,513,783 shares), a company in which QUE is a controlling shareholder; Farooq Khan (and an associated company) have a deemed relevant interest in Bentley shares in which QUE has a relevant interest by reason of having >20% voting power in QUE; refer also Farooq Khan's [Change of Director's Interest Notice](#) and [Initial Substantial Holder Notice](#) both dated 23 January 2014

DIRECTORS' REPORT

CHRISTOPHER B. RYAN	Non-Executive Director
<i>Appointed</i>	5 February 2004
<i>Qualifications</i>	BEcon (UWA), MBA (UNSW)
<i>Experience</i>	Mr Ryan is the Principal of Westchester Corporate Finance, a Sydney based corporate advisory firm specialising in advising listed companies on fund raising, mergers and acquisitions and associated transactions. Prior to forming Westchester in July 1996, Christopher was with Schrodgers Australia for 27 years. At Schrodgers, he served 3 years in the investment division, 2 years as an economist monitoring influences on interest and exchange rates and 22 years in the corporate finance division of which he was a director for 19 years specialising in advising on project financing and mergers and acquisitions mainly in the Australian minerals and oil and gas sectors.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	Chairman of the Audit and Remuneration Committees
<i>Other current directorships in listed entities</i>	(1) Non-Executive Chairman of Boulder Steel Limited (BGD) (since 20 June 2013; Non-Executive Director since 18 June 2013)
<i>Former directorships in other listed entities in past 3 years</i>	None

COMPANY SECRETARY

VICTOR P. H. HO	Company Secretary
<i>Appointed</i>	Since 5 February 2004
<i>Qualifications</i>	BCom, LLB (UWA)
<i>Experience</i>	Mr Ho has been in company secretarial/executive roles with a number of public listed companies since early 2000. Previously, Mr Ho had 9 years' experience in the taxation profession with the Australian Tax Office and in a specialist tax law firm. Mr Ho has been actively involved in the structuring and execution of a number of corporate transactions, capital raisings and capital management matters and has extensive experience in public company administration, corporations' law and stock exchange compliance and shareholder relations.
<i>Special Responsibilities</i>	Member of the Investment Committee and Secretary of the Audit and Remuneration Committees
<i>Relevant interest in shares</i>	6,533 shares (held indirectly)
<i>Other positions held in listed entities</i>	(1) Executive Director and Company Secretary of Orion Equities Limited (OEQ) (Secretary since 2 August 2000 and Director since 4 July 2003) (2) Executive Director and Company Secretary of Queste Communications Ltd (QUE) (Secretary since 30 August 2000 and Executive Director since 3 April 2013) (3) Company Secretary of Alara Resources Limited (AUQ) (since 4 April 2007) (4) Non-Executive Director of Strike Resources Limited (SRK) (since 24 January 2014)
<i>Former position in other listed entities in past 3 years</i>	None

DIRECTORS' REPORT

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 forms part of this Directors Report and is set out on page 17. This relates to the Auditor's Independent Review Report, where the Auditors state that they have issued an independence declaration.

Signed for and on behalf of the Directors in accordance with a resolution of the Board,



Farooq Khan
Chairman

24 February 2014



Christopher Ryan
Non-Executive Director

The Audit Committee
Bentley Capital Limited
Suite 1, 346 Barker Road
SUBIACO, WA, 6008

Dear Sirs,

DECLARATION OF INDEPENDENCE BY CHRIS BURTON TO THE DIRECTORS OF BENTLEY CAPITAL LIMITED

As lead auditor for the review of Bentley Capital Limited for the half-year ended 31 December 2013, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Bentley Capital Limited and the entities it controlled during the period.



Chris Burton
Director

Perth, 24 February 2014

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the half year ended 31 December 2013

	Note	31 Dec 13	31 Dec 12
		\$	\$
REVENUE			
Investment			
Dividend Revenue	2(a)	183,093	201,646
Interest Revenue		50,599	139,219
Other			
Net Gain on Financial Assets at Fair Value through Profit or Loss		1,412,636	290,702
Other Revenue		17,899	9,731
TOTAL REVENUE		1,664,227	641,298
EXPENSES			
2(b)			
Investment Expenses		(91,632)	(70,181)
Occupancy Expenses		(22,974)	(52,733)
Technology Expenses		(180,810)	(116,992)
Corporate Expenses		(38,606)	(46,368)
Finance Expenses		(1,365)	(1,881)
Administration Expenses		(342,373)	(367,429)
PROFIT/(LOSS) BEFORE INCOME TAX		986,467	(14,286)
Income Tax Expense		-	-
PROFIT/(LOSS) FOR THE HALF YEAR		986,467	(14,286)
OTHER COMPREHENSIVE INCOME			
Other Comprehensive Income, Net of Tax		-	-
TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE HALF YEAR		986,467	(14,286)
EARNINGS/(LOSS) PER SHARE FOR PROFIT/(LOSS) ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY:			
Basic and Diluted Earning/(Loss) per Share (cents)	3	1.34	(0.02)

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2013

	Note	31 Dec 13 \$	30 Jun 13 \$
CURRENT ASSETS			
Cash and Cash Equivalents	4	878,316	4,892,458
Financial Assets at Fair Value through Profit or Loss	5	17,497,569	13,057,774
Trade and Other Receivables		5,451	167,467
Other Current Assets		10,947	3,644
TOTAL CURRENT ASSETS		18,392,283	18,121,343
NON-CURRENT ASSETS			
Trade and Other Receivables		30,000	30,000
Resource Projects	6	-	-
Intangible Assets	7	362,902	312,026
Property, Plant and Equipment		14,281	15,123
Deferred Tax Asset		446,734	107,950
TOTAL NON-CURRENT ASSETS		853,917	465,099
TOTAL ASSETS		19,246,200	18,586,442
CURRENT LIABILITIES			
Trade and Other Payables		36,702	67,776
Provisions		241,687	142,600
TOTAL CURRENT LIABILITIES		278,389	210,376
NON-CURRENT LIABILITIES			
Deferred Tax Liability		446,734	107,950
TOTAL NON-CURRENT LIABILITIES		446,734	107,950
TOTAL LIABILITIES		725,123	318,326
NET ASSETS		18,521,077	18,268,116
EQUITY			
Issued Capital	8	19,086,587	19,820,093
Profit Reserve		1,778,276	-
Accumulated Losses		(2,343,786)	(1,551,977)
TOTAL EQUITY		18,521,077	18,268,116

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the half year ended 31 December 2013

	Note	Issued Capital \$	Profit Reserve \$	Accumulated Losses \$	Total \$
BALANCE AT 1 JULY 2012		22,067,796	-	(1,995,957)	20,071,839
Loss for the Half Year		-	-	(14,286)	(14,286)
Other Comprehensive Income		-	-	-	-
Total Comprehensive Loss for the Half Year		-	-	(14,286)	(14,286)
Transactions with Owners in their capacity as Owners:					
Reduction of Share Capital to the extent not represented by assets	8	(780,692)	-	780,692	-
Return of Capital	8	(733,506)	-	-	(733,506)
BALANCE AT 31 DECEMBER 2012		20,553,598	-	(1,229,551)	19,324,047
BALANCE AT 1 JULY 2013		19,820,093	-	(1,551,977)	18,268,116
Profit for the Half Year		-	1,778,276	(791,809)	986,467
Other Comprehensive Income		-	-	-	-
Total Comprehensive Profit for the Half Year		-	1,778,276	(791,809)	986,467
Transactions with Owners in their capacity as Owners:					
Return of Capital	8	(733,506)	-	-	(733,506)
BALANCE AT 31 DECEMBER 2013		19,086,587	1,778,276	(2,343,786)	18,521,077

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

for the half year ended 31 December 2013

	Note	31 Dec 13 \$	31 Dec 12 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Dividends Received		183,093	201,646
Interest Received		52,269	120,689
Other Income Received		178,245	214,048
Payments to Suppliers and Employees		(646,749)	(833,771)
Sale/Redemption of Financial Assets at Fair Value through Profit or Loss		12,653,974	10,447,686
Purchase of Financial Assets at Fair Value through Profit or Loss		(15,681,133)	(7,657,508)
NET CASH PROVIDED BY/(USED IN) OPERATING ACTIVITIES		(3,260,301)	2,492,790
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of Plant and Equipment		(706)	(5,673)
Payments for Exploration and Evaluation	6	-	(2,762)
Payments for Intangible Assets	7	(50,876)	(61,465)
NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES		(51,582)	(69,900)
CASH FLOWS FROM FINANCING ACTIVITIES			
Return of Capital	8	(702,259)	(722,849)
NET CASH USED IN FINANCING ACTIVITIES		(702,259)	(722,849)
NET DECREASE IN CASH HELD		(4,014,142)	1,700,041
Cash and Cash Equivalents at Beginning of Half Year		4,892,458	4,947,792
CASH AND CASH EQUIVALENTS AT END OF HALF YEAR	4	878,316	6,647,833

The accompanying notes form part of these financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

1. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The half year financial statements are a general purpose financial report prepared in accordance with the Corporations Act 2001 and AASB 134 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'. These half year financial statements do not include notes of the type normally included in the annual financial statements and should be read in conjunction with the most recent annual financial statements and the Company's ASX announcements released from 1 July 2013 to the date of this report.

Basis of Preparation

The financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of the half year financial statements are consistent with those adopted and disclosed in the Company's financial statements for the financial year ended 30 June 2013 except as follows:

(a) **AASB 10: Consolidated Financial Statements, AASB 11: Joint Arrangements, AASB 12: Disclosure of Interests in Other Entities, AASB 13: Fair Value Measurement, AASB 119: Employee Benefits**

There is no impact on the financial statements from adoption of the above standards except for additional disclosures required under AASB 13 (refer to Note 10).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

2. PROFIT FOR THE HALF YEAR

The Consolidated Entity's Operating Profit before Income Tax includes the following items of revenue and expense:

(a) Revenue	31 Dec 13	31 Dec 12
Investment	\$	\$
Dividend Revenue	183,093	201,646
Interest Revenue	50,599	139,219
	<hr/>	<hr/>
	233,692	340,865
Other		
Net Gain on Financial Assets at Fair Value through Profit or Loss	1,412,636	290,702
Other Revenue	17,899	9,731
	<hr/>	<hr/>
	1,664,227	641,298
	<hr/> <hr/>	<hr/> <hr/>
(b) Expenses		
Investment Expenses		
Brokers Fees	54,005	35,301
Management Fees	31,160	20,393
Subscriptions	6,217	11,972
Other Investment Expenses	250	2,515
Occupancy Expenses	22,974	52,733
Technology Expenses	180,810	116,992
Corporate Expenses		
ASX Fees	26,638	25,537
Share Registry	7,481	17,198
Other Corporate Expenses	4,487	3,633
Finance Expenses	1,365	1,881
Administration Expenses		
Salaries, Fees and Employee Benefits	159,222	194,648
Accounting, Taxation and Related Administration	58,897	78,178
Office Administration	45,948	43,459
Other Professional Fees	26,893	233
Audit	18,276	19,657
Insurance	8,881	7,629
Communications	8,546	9,215
Travel, Accommodation and Incidentals	4,180	7,805
Depreciation	1,548	1,398
Legal Fees	1,473	910
Other Administration Expenses	8,509	4,297
	<hr/>	<hr/>
	677,760	655,584
	<hr/> <hr/>	<hr/> <hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

3. EARNINGS/(LOSS) PER SHARE (EPS)	31 Dec 13	31 Dec 12
	cents	cents
Basic and Diluted Earnings/(Loss) per Share	1.34	(0.02)

The following represents the profit/(loss) and weighted average number of shares used in the EPS calculations:

	31 Dec 13	31 Dec 12
	\$	\$
Net Profit/(Loss) after Income Tax	986,467	(14,286)
	Number of Shares	Number of Shares
Weighted Average Number of Ordinary Shares	73,350,541	73,350,541

The Consolidated Entity has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic earnings/(loss) per share.

4. CASH AND CASH EQUIVALENTS	31 Dec 13	30 Jun 13
	\$	\$
Cash at Bank and in Hand	878,316	3,792,458
Short-Term Deposits	-	1,100,000
	878,316	4,892,458

5. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Current

Listed Investments at Fair Value	9,385,163	6,076,676
Unlisted Investments at Fair Value	150,000	150,000
Units in unlisted CBG Australian Equities Fund (Wholesale)	7,962,406	6,831,098
	17,497,569	13,057,774

6. RESOURCE PROJECTS

Opening Balance	-	64,863
Exploration and Evaluation Expenditure Incurred	-	6,751
Exploration and Evaluation Expenditure Refunded	-	(57,032)
Exploration and Evaluation Expenditure Written Off	-	(14,582)
Closing Balance	-	-

The exploration and evaluation expenditure related to tenement application costs, a portion of which (\$57,032) was refunded in May 2013 after the applications were withdrawn.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

7. INTANGIBLE ASSETS	31 Dec 13	30 Jun 13
	\$	\$
Opening Balance	312,026	-
Software Development Costs	50,876	312,026
Closing Balance	362,902	312,026

The software development costs relate to applications/software under development.

8. ISSUED CAPITAL	31 Dec 13	30 Jun 13	31 Dec 13	30 Jun 13
	Number	Number	\$	\$
Fully paid ordinary shares	73,350,541	73,350,541	19,086,587	19,820,093

Movement in Ordinary shares	Date of Issue	Number	Issue Price	\$	\$
AT 1 JULY 2012		73,350,541			22,067,796
Reduction of Share Capital to the extent not represented by assets - refer (c)	16-Nov-12	-			(780,692)
Return of capital - refer (b)	30-Nov-12	-			(733,505)
Return of capital - refer (b)	18-Apr-13	-			(733,506)
AT 30 JUNE 2013		73,350,541			19,820,093
AT 1 JULY 2013		73,350,541			19,820,093
Return of capital - refer (b)	12-Dec-13	-			(733,506)
AT 31 DECEMBER 2013		73,350,541			19,086,587

(a) Ordinary Shares

Fully paid ordinary shares carry one vote per share and the right to dividends.

(b) Return of Capital

The Company returned one cent per share to shareholders in December 2013 at a cost of \$0.734 million as approved by shareholders on 28 November 2013 (30 June 2013: one cent per share to shareholders twice in November 2012 and April 2013, at a total cost of \$1.467 million as approved by shareholders on 16 November 2012 and 5 April 2013 respectively).

(c) Reduction of Share Capital to the extent not represented by assets

At the Annual General Meeting held on 16 November 2012, shareholders approved a reduction in value of the Company's share capital against accumulated losses by \$780,692, being an amount not represented by available assets, pursuant to section 258F of the Corporations Act. This was essentially an accounting entry that allowed the Company to remove from its books historical accumulated accounting losses that affects the ability of the Company to retain earnings from which future dividends may be paid. The reduction has no effect on the carried forward tax losses of the Company nor did it change the number of shares on issue or the net asset position of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

8. ISSUED CAPITAL (continued)

(d) Capital Risk Management

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure balancing the interests of all shareholders.

The Board will consider capital management initiatives as is appropriate and in the best interests of the Company and shareholders from time to time, including undertaking capital raisings, share buy-backs, capital reductions and the payment of dividends.

The Consolidated Entity has no external borrowings. The Consolidated Entity's non-cash investments can be realised to meet accounts payable arising in the normal course of business.

9. SEGMENT INFORMATION

The operating segments are reported in a manner consistent with the internal reporting provided to the "Chief Operating Decision Maker". The "Chief Operating Decision Maker", who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

The Board has considered the business and geographical perspectives of the operating results and determined that the Consolidated Entity operates only within Australia, with the main segments being Investments, Software Development and Resource Projects. Unallocated items are mainly comprised of corporate assets, office expenses and income tax assets and liabilities.

	Investments	Software Development	Resource Projects	Unallocated	Total
31 Dec 13	\$	\$	\$	\$	\$
Segment Revenues					
Investment Revenue	210,180	8	-	23,503	233,691
Other Revenue	1,426,558	3,851	-	127	1,430,536
Total Segment Revenues	1,636,738	3,859	-	23,630	1,664,227
Investment Expenses	91,382	-	-	250	91,632
Finance Expenses	-	539	-	1,365	1,904
Administration Expenses	-	157,832	-	340,825	498,657
Depreciation Expense	-	831	-	1,548	2,379
Other Expenses	-	21,608	-	61,580	83,188
Total Segment Profit/(Loss)	1,545,356	(176,951)	-	(381,938)	986,467

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

9. SEGMENT INFORMATION (continued)

	Investments	Software Development	Resource Projects	Unallocated	Total
31 Dec 13	\$	\$	\$	\$	\$
Segment Assets					
Cash	470,543	-	-	407,773	878,316
Financial Assets	17,497,569	-	-	-	17,497,569
Intangible Assets	-	362,902	-	-	362,902
Other Assets	-	5,379	675	501,359	507,413
Total Segment Assets	17,968,112	368,281	675	909,132	19,246,200
Segment Liabilities	-	(10,742)	-	(714,381)	(725,123)
31 Dec 12					
Segment Revenues					
Investment Revenue	330,377	-	-	10,488	340,865
Other Revenue	300,050	-	-	383	300,433
Total Segment Revenues	630,427	-	-	10,871	641,298
Investment Expenses	70,181	-	-	-	70,181
Finance Expenses	-	874	-	1,881	2,755
Administration Expenses	-	114,423	-	366,031	480,454
Depreciation Expense	-	80	-	1,398	1,478
Other Expenses	-	1,615	-	99,101	100,716
Total Segment Profit/(Loss)	560,246	(116,992)	-	(457,540)	(14,286)
30 Jun 13					
Segment Assets					
Cash	2,123,337	-	-	2,769,121	4,892,458
Financial Assets	13,057,774	-	-	-	13,057,774
Intangible Assets	-	312,026	-	-	312,026
Other Assets	-	7,744	675	315,765	324,184
Total Segment Assets	15,181,111	319,770	675	3,084,886	18,586,442
Segment Liabilities	-	(44,340)	-	(273,986)	(318,326)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

10. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(a) Fair Value Hierarchy

AASB 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- (iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	Level 2	Level 3	Total
31 Dec 13	\$	\$	\$	\$
Financial Assets at Fair Value through Profit or Loss:				
Listed Investments at Fair Value	9,385,163	-	-	9,385,163
Unlisted Investments at Fair Value	-	-	150,000	150,000
Units in unlisted CBG Australian Equities Fund (Wholesale)	-	7,962,406	-	7,962,406
30 Jun 13				
Financial Assets at Fair Value through Profit or Loss:				
Listed Investments at Fair Value	6,076,676	-	-	6,076,676
Unlisted Investments at Fair Value	-	-	150,000	150,000
Units in unlisted CBG Australian Equities Fund (Wholesale)	-	6,831,098	-	6,831,098

There have been no transfers between the levels of the fair value hierarchy during the six months to 31 December 2013.

(b) Valuation Techniques

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques such as use of quoted market prices or dealer quotes for similar instruments. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

The fair value of the unlisted CBG Australian Equities Fund, is determined from unit price information provided by investment manager, CBG Asset Management Limited and as such this financial instrument is included in level 2.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

10. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

(c) Level 3 Fair Value Measurements

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Investments in unlisted shares are considered level 3 investments as their fair value is unable to be derived from market data. The Directors assess the fair value of these investments based on information obtained from the companies directly. There has been no change in the value of level 3 assets during the half year.

Changing inputs to the Level 3 valuations to reasonably possible alternative assumptions would not change significantly amounts recognised in Profit or Loss, Total Assets, Total Liabilities or Total Equity.

(d) Fair Values of Other Financial Instruments

	31 Dec 13	30 Jun 13
Financial Assets	\$	\$
Cash and Cash Equivalents	878,316	4,892,458
Trade and Other Receivables	5,451	167,467
	<u>883,767</u>	<u>5,059,925</u>
Financial Liabilities		
Trade and Other Payables	(36,702)	(67,776)
	<u>(36,702)</u>	<u>(67,776)</u>

Due to their short-term nature, the carrying amounts of cash, current receivables and current payables is assumed to approximate their fair value.

11. COMMITMENTS

	31 Dec 13	30 Jun 13
	\$	\$
Not longer than one year	24,291	48,582
Longer than one year but not longer than five years	-	-
	<u>24,291</u>	<u>48,582</u>

The non-cancellable operating lease commitment is the Consolidated Entity's share of the office premises at Suite 1, 346 Barker Road, Subiaco, Western Australia, and includes all outgoings (exclusive of GST). The lease is for a one year term expiring on 30 June 2014, with options to renew for 2 consecutive 12 month terms.

12. CONTINGENCIES

The Consolidated Entity does not have any contingent assets or liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2013

13. EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (a) Subsequent to the reporting date (and to 14 February 2014), the Consolidated Entity
 - (i) Realised \$2.134 million from the sale of listed securities;
 - (ii) Redeemed \$1.816 million from the unlisted CBG Australian Equities Fund (Wholesale); and
 - (iii) Invested a further \$3.729 million in listed securities.

- (b) The Directors have declared payment of a one cent per share fully-franked interim dividend for the half year. The record date for determining entitlements is expected to be 14 March 2014 with payment expected to be on 21 March 2014. The Company's Dividend Reinvestment Plan (DRP) will apply to this 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.

No other matter or circumstance has arisen since the end of the financial year that significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Bentley Capital Limited made pursuant to sub-section 303(5) of the *Corporations Act 2001*, we state that:

In the opinion of the Directors:

- (a) The financial statements and notes of the Consolidated Entity are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2013 and of its performance for the half year ended on that date; and
 - (ii) complying with Accounting Standards AASB 134 "Interim Financial Reporting", *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
- (b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Board,



Farooq Khan
Chairman

24 February 2014



Christopher Ryan
Non-Executive Director

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Bentley Capital Limited

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Bentley Capital Limited, which comprises the consolidated statement of financial position as at 31 December 2013, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes comprising a statement of accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year's end or from time to time during the half-year.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Bentley Capital Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Bentley Capital Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.



Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Bentley Capital Limited is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*

BDO Audit (WA) Pty Ltd

BDO


Chris Burton
Director

Perth, 24th February 2014

SECURITIES INFORMATION

as at 31 December 2013

DISTRIBUTION OF LISTED ORDINARY SHARES

Spread of Holdings		Number of Holders	Number of Shares	% of Total Issued Capital
1	- 1,000	248	122,427	0.17%
1,001	- 5,000	737	2,268,230	3.09%
5,001	- 10,000	367	2,656,536	3.62%
10,001	- 100,000	513	13,699,226	18.67%
100,001	- and over	72	54,604,122	74.44%
Total		1,937	73,350,541	100%

SUBSTANTIAL SHAREHOLDERS

as at 24 February 2014

Substantial Shareholders	Registered Shareholder	Number of Shares held	Voting Power (as at 31 December 2013)
Queste Communications Ltd (QUE)	QUE	1,740,625	30.34% ⁽²⁾
	OEQ	20,513,783	
Mr Azhar Chaudhri, Renmuir Holdings Limited and Chi Tung Investments Ltd	QUE	1,740,625	30.34% ⁽³⁾
	OEQ	20,513,783	
Mr Farooq Khan and Island Australia Pty Ltd	QUE	1,740,625	30.34% ⁽⁴⁾
	OEQ	20,513,783	
Orion Equities Limited (OEQ)	OEQ	20,513,783	27.97%
Data Base Systems Limited (DBS) and Ambreen Chaudhri	DBS	11,717,586	15.98% ⁽¹⁾

Notes:

- (1) Based on the [substantial shareholding notice filed by DBS and Ambreen Chaudhri dated 15 May 2012](#)
- (2) Based on the [substantial shareholding notice filed by QUE dated 15 October 2009](#)
- (3) Based on the [substantial shareholding notice filed by Azhar Chaudhri dated 2 May 2012](#)
- (4) Based on the [substantial shareholding notice filed by Farooq Khan dated 23 January 2014](#)

SECURITIES INFORMATION

as at 31 December 2013

TOP TWENTY ORDINARY FULLY PAID SHAREHOLDERS

Rank	Shareholder	Total Shares Held	% Issued Capital
1	ORION EQUITIES LIMITED	20,513,783	27.967%
2	DATABASE SYSTEMS LTD	11,717,586	15.975%
3	3 RD PULITANO INCORPORATION	1,876,164	2.558%
4	CHARLES W ROCKEFELLER PTY LTD	1,748,432	2.384%
5	QUESTE COMMUNICATIONS LTD	1,740,625	2.373%
6	MR JOHN ROBERT DILLON	1,489,019	2.030%
7	MR COLIN JOHN VAUGHAN & MRS ROBIN VAUGHAN	1,390,384	1.896%
8	BERGER EQUITIES PTY LTD	560,000	0.763%
9	MON NOMINEES PTY LTD	550,000	0.750%
10	AVENUE ATHOL PTY LTD	536,046	0.731%
11	MR MICHAEL BRUCE SMITH & MRS KAY SMITH	481,044	0.656%
12	AVANTEOUS INVESTMENTS LIMITED	480,858	0.656%
13	LEIBLER SUPERANNUATION NOMINEES PTY LTD	457,743	0.624%
14	MANAR NOMINEES PTY LTD	390,773	0.533%
15	BOND STREET CUSTODIANS LIMITED	376,121	0.513%
16	MR BENJAMIN KOPPEL & MRS SARAH KOPPEL	373,227	0.509%
17	TADMARO PTY LIMITED	357,035	0.487%
18	KJ & MJ GILROY PTY LTD	350,000	0.476%
19	MRS KERRY ELZABETH DRAFFIN	337,465	0.459%
20	JOHN KERNICK S/F PTY LTD	300,000	0.408%
TOTAL		46,026,305	62.748%