

Form **603**
Corporations Act
Section 671B
Notice of initial substantial holder

To Company Name/Scheme **BENTLEY EQUITIES LIMITED (BEL)**
ABN **87 008 108 218**

1. Details of substantial holders⁽¹⁾

Name		ACN / ABN
SOFTWARE COMMUNICATION GROUP LIMITED	(SOF)	ABN 88 087 482 602
FAST SCOUT LIMITED	(FSL)	ABN 94 088 488 724
QUESTE COMMUNICATIONS LIMITED	(QUE)	ABN 58 081 688 164
ALTERA CAPITAL LIMITED	(AEA)	ABN 55 082 541 437
DATA BASE SYSTEMS LIMITED	(DBS)	Incorporated in Malaysia
AMBREEN CHAUDHRI	(AMBREEN)	
AZHAR CHAUDHRI	(AZHAR)	
RENUIR HOLDINGS LIMITED	(RENUIR)	incorporated in the British Virgin Islands
FAROOQ KHAN	(F KHAN)	
ISLAND AUSTRALIA PTY LTD	(ISLAND)	A.C.N. 073 447 300
SKIN-PLEX LABORATORIES PTY LTD	(SKIN-PLEX)	A.C.N. 009 424 560
THE ESSENTIAL EARTH PTY LTD	(ESSENTIAL)	A.C.N. 009 029 305

The holders became substantial holders on 30 SEPTEMBER 2003

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in on the date the substantial holder became a substantial holder are as follows:

Class of securities ⁽⁴⁾	Number of securities	Persons' votes ⁽⁵⁾	Voting power ⁽⁶⁾
Ordinary Shares	2,069,829	2,069,829	5.315% (A)

(A) BEL total issued share capital being 38,942,213 shares

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest ⁽⁷⁾	Class and number of securities
		Ordinary Shares
SOF	Pursuant to a Memorandum of Understanding dated 30 September 2003 (MOU) (a copy of which is attached to this Notice and marked Annexure "A")	2,069,829
AEA	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of SOF	
FSL	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of AEA	
DBS	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of FSL	
AMBREEN	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in DBS	
AZHAR	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in DBS	
RENUIR	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power above 20% in DBS	

Holder of relevant interest	Nature of relevant interest ⁽⁷⁾	Class and number of securities
		Ordinary Shares
FSL	Pursuant to the MOU	2,069,829
DBS	Taken under section 608(3)(b) of the Corporations Act have a relevant interest by reason of having control of FSL	
AMBREEN	Taken under section 608(3)(a) of the Corporations Act have a relevant interest by reason of having voting power above 20% in DBS	
AZHAR	Taken under section 608(3)(a) of the Corporations Act have a relevant interest by reason of having voting power above 20% in DBS	
RENMUIR	Taken under section 608(3)(a) of the Corporations Act have a relevant interest by reason of having voting power above 20% in DBS	

QUE	Pursuant to the MOU	2,069,829
F KHAN	Taken under section 608(3)(a) of the Corporations Act have a relevant interest by reason of having voting power above 20% in QUE	
ISLAND	Taken under section 608(3)(a) of the Corporations Act have a relevant interest by reason of having voting power above 20% in QUE	
SKIN-PLEX	Taken under section 608(3)(a) of the Corporations Act have a relevant interest by reason of having voting power above 20% in QUE	
ESSENTIAL	Taken under section 608(3)(a) of the Corporations Act have a relevant interest by reason of having voting power above 20% in QUE	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Class and number of securities
			Ordinary Shares:
QUE	QUE	QUE	194,589
FSL	FSL	FSL	400,000
SOF	SOF	SOF	1,475,240
Total			2,069,829

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration ⁽⁹⁾		Class and number of securities
		Cash	Non-cash	Ordinary Shares
QUE	Purchases on ASX between 4 and 6 June 2003 (inclusive)	\$77,539.88	-	194,589
FSL	Purchases on ASX between 24 June to 7 July 2003 (inclusive)	\$165,499.47	-	400,000
SOF	Purchases on ASX between 29 July to 30 September 2003 (inclusive)	\$703,903.90	-	1,475,240

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
QUE, FSL and SOF	Pursuant to the MOU
SOF and AEA	By virtue of AEA controlling SOF
AEA and FSL	By virtue of FSL controlling AEA
FSL and DBS	By virtue of DBS controlling FSL
AZHAR and RENMUIR	By virtue of AZHAR controlling RENMUIR
F KHAN, ISLAND, SKIN-PLEX and ESSENTIAL	By virtue of F KHAN controlling each of ISLAND, SKIN-PLEX and ESSENTIAL

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
SOF	Level 19, The Como Centre, 644 Chapel Street, South Yarra, Victoria 3141
AEA	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
FSL	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
DBS	Lot H Level 7 Wisma Oceanic Jalan Okk, Awang Besar 87007, Federal Territory of Labuan, East Malaysia, Malaysia
AMBREEN	175A Sarwar Road, Rawalpindi PAKISTAN
AZHAR	Lot H Level 7 Wisma Oceanic Jalan Okk, Awang Besar 87007, Federal Territory of Labuan, East Malaysia, MALAYSIA
RENMUIR	7th Floor, Allied Kajima Building, 138 Gloucester Road, HONG KONG
QUE	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
F KHAN	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
ISLAND	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
SKIN-PLEX	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
ESSENTIAL	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005

Signature

sign here _____ date 30 September 2003
 print name Victor Ho capacity Director & Secretary of FSL

sign here _____ date 30 September 2003
 print name Brian Smith capacity Director of SOF and AEA

sign here _____ date 30 September 2003
 print name Michael van Rens capacity Director of QUE

sign here _____ date 30 September 2003
 print name Azhar Chaudhri capacity Personally and as Director of DBS and RENMUIR

sign here _____	date	30 September 2003
print name	Farooq Khan	capacity
		Personally and as Director of ISLAND, SKIN-PLEX and ESSENTIAL

sign here _____	date	30 September 2003
print name	Ambreen Chaudhri	capacity
		Personally

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

THIS IS **ANNEXURE "A"** OF 3 PAGES REFERRED TO IN THE FORM 603 NOTICE OF INITIAL SUBSTANTIAL HOLDER
DATED 30 SEPTEMBER 2003 AND SIGNED BY US.

Victor Ho:

Brian Smith:

Michael van Rens:

Farooq Khan:

Azhar Chaudhri:

Ambreen Chaudhri:

**Software Communication Group Limited
(A.B.N. 88 087 482 602)**

and

**Queste Communications Limited
(A.B.N. 58 081 688 164)**

and

**Fast Scout Limited
(A.B.N. 94 088 488 724)**

**Memorandum of Understanding:
Bentley Equities Limited**

This Memorandum of Understanding (**MOU**) is made the 30th day of September 2003

1. Parties

This MOU is made between:

- 1.1. Software Communication Group Ltd (A.B.N. 88 087 482 602) of Level 19, The Como Centre, 644 Chapel Street, South Toorak, Victoria 3141 (**SOF**); and
- 1.2. Queste Communications Ltd (A.B.N. 58 081 688 164) of Level 14, The Forrest Centre, 221 ST Georges Terrace, Western Australia 6000 (**QUE**); and
- 1.3. Fast Scout Ltd (A.B.N. 94 088 488 724) of Level 14, The Forrest Centre, 221 ST Georges Terrace, Western Australia 6000 (**FSL**).

2. Background

- 2.1. SOF is the current legal and beneficial owner of 1,475,240 fully paid ordinary shares in Bentley Equities Limited ABN (**BEL**), representing 3.788% of BEL total issued share capital;
- 2.2. QUE is the current legal and beneficial owner of 194,589 fully paid ordinary shares in BEL, representing 0.500% of BEL total issued share capital;
- 2.3. FSL is the current legal and beneficial owner of 400,000 fully paid ordinary shares in BEL, representing 1.027% of BEL total issued share capital;
- 2.4. SOF, QUE and FSL share a common desire with respect to their shareholdings in BEL (together, presently 2,069,829 fully paid ordinary shares in BEL, representing 5.315% of BEL total issued share capital)
- 2.5. SOF, QUE and FSL enters into this MOU to record the terms of their desire to exercise their rights as individual shareholders of BEL as one collective "bloc".

3. Collective "Bloc"

- 3.1. SOF, QUE and FSL understands that they will act as one collective "bloc" with respect to exercising their rights as individual shareholders of BEL.
- 3.2. Nothing in this MOU shall constitute, comprise or be deemed an agreement or understanding of any nature whatsoever between the parties with respect to any act, matter or thing outside of the respective parties exercising their rights as a collective "bloc" of shareholders of BEL and none of the parties shall be entitled to rely on this document other than in relation to their respective shareholdings in BEL.

4. Consultation

- 4.1. Each of SOF, QUE and FSL understands that it will consult with the other Parties with respect to any decision or action in relation to exercising their rights as individual shareholders of BEL, including:
 - (a) the exercise of voting power in BEL;
 - (b) the disposal of shares in BEL

5. Substantial Shareholder Notices

- 5.1. SOF, QUE and FSL will lodge one substantial shareholder notice(s) as required by the Corporations Act to reflect their exercising their rights as individual shareholders of BEL as one collective bloc.

6. Duration

- 6.1. This MOU will expire by mutual agreement between the Parties.

7. Own Costs

- 7.1. Each Party bears it's own costs in relation to their activities under this MOU;

7.2. Joint costs are to be shared by mutual agreement between the Parties.

8. Own Risk and Liability

8.1. The Parties enters into this MOU at their own risk.

8.2. Each Party’s obligations and liabilities pursuant to this MOU are joint and several.

9. Confidentiality

9.1. Each Party will maintain strict confidentiality of their activities pursuant to matters arising from and in relation to this MOU for the duration of the MOU, save where disclosure is required pursuant to the ASX Listings Rules or Corporations Act 2001.

10. Communications

10.1. All communications in relation to this MOU may be delivered verbally, in writing and by electronic means to each Party’s contact person(s) as follows:

Software Communication Group:

Attention: The Company Secretary
Level 19, The Como Centre, 644 Chapel Street, South Toorak, Victoria 3141
Telephone:(03) 9826 8300 Facsimile:(03) 9826 8336 Email: info@sofcom.com

Queste Communications Ltd:

Attention: The Company Secretary
Level 14, 221 St Georges Terrace, Perth Western Australia 6000
Telephone:(08) 9214 9777 Facsimile:(08) 9322 1515 Email: info@queste.com.au

Fast Scout Ltd:

Attention: The Company Secretary
Level 14, 221 St George's Terrace, Perth Western Australia 6000
Telephone: (08) 9214 9777 Facsimile: (08) 89322 1515 Email: info@fastscout.com

The Parties enters into this Memorandum of Understanding

Executed by an authorised representative of **Software Communication Group Ltd:**

Brian Smith, Director
30 September 2003
Date

Executed by an authorised representative of **Queste Communications Ltd:**

Michael van Rens, Director
30 September 2003
Date

Executed by an authorised representative of **Fast Scout Ltd:**

Victor Ho, Director & Secretary
30 September 2003
Date