

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Bentley International Limited (BEL)
ABN	87 008 108 218

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Farooq Khan
Date of last notice	27 April 2004

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(1) SOF ¹ , FSL ² and QUE ³ are taken to have a relevant interest in each other company's registered shareholding in BEL pursuant to a Memorandum of Understanding dated 30 September 2003 (MOU) (a copy of which was attached to the Notice of Initial Substantial Holder lodged by such companies dated 30 September 2003); (2) QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in BEL shares in which CXL ⁴ has a relevant interest by reason of having control of CXL; (3) Farooq Khan (and associated companies) are taken under section 608(3)(a) of the Corporations Act to have a relevant interest in the BEL shares in which QUE has a relevant interest by reason of having voting power of 20.77% in QUE; (4) But for the MOU, Farooq Khan would be taken under section 608(3)(a) of the Corporations Act to have a relevant interest only in the BEL shares registered to QUE and CXL.
Date of change	16 and 19 July 2004

1 Sofcom Limited (**SOF**)
 2 Fast Scout Limited (**FSL**)
 3 Queste Communications Limited (**QUE**)
 4 Central Exchange Limited (**CXL**)

No. of securities held prior to change	7,074,734	Held by SOF	
	400,000	Held by FSL	
	194,589	Held by QUE	
	7,669,323	Total	
Class	Fully Paid Ordinary Shares		
Number acquired	Date	No. Shares	Consideration
	16-Jul-04	81,814	\$31,092.31
	19-Jul-04	115,000	\$43,787.40
	Totals	196,814	\$74,879.71
Number disposed	None		
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Refer above		
No. of securities held after change	7,074,734	Held by SOF	
	400,000	Held by FSL	
	194,589	Held by QUE	
	196,814	Held by CXL	
	7,866,137	Total	
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Acquisition of shares by CXL on-market		

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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 Farooq Khan

20 July 2004

+ See chapter 19 for defined terms.