

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	3 September 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) QUE ¹ and CXL ² are legal, beneficial and registered holders of shares in BEL; (2) QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in BEL shares in which CXL 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) Therefore, Farooq Khan has a relevant interest in the BEL shares held by QUE and CXL.
Date of changes	21 September 2004

No. of securities held prior to change	7,074,734	Held by SOF ³
	400,000	Held by FSL ⁴
	194,589	Held by QUE
	868,970	Held by CXL
	8,538,293	Total
Class	Fully Paid Ordinary Shares	

¹ Queste Communications Limited ABN 58 081 688 164 (**QUE**)

² Central Exchange Limited ABN 77 000 742 843 (**CXL**)

³ Sofcom Limited ABN 88 087 482 602 (**SOF**)

⁴ Fast Scout Limited ABN 94 088 488 724 (**FSL**)

Number acquired	Date	No. Shares	Consideration
	N/A	N/A	N/A
Number disposed	None		
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A		
No. of securities held after change	194,589	Held by QUE	
	868,970	Held by CXL	
	1,063,559	Total	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>QUE ceased to have a relevant interest in BEL shares held by SOF and FSL as a result of a termination of the Memorandum of Understanding dated 30 September 2003 (MOU) between SOF, FSL and QUE (a copy of which was attached to their notice of initial substantial holders dated 30 September 2003 as annexure "A").</p> <p>A copy of the letter acknowledgement of termination of such MOU between SOF, FSL and QUE was attached to QUE's notice of ceasing to be a substantial holder as annexure "A" dated and lodged 21 September 2004.</p>		

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 Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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Farooq Khan

21 September 2004