

Form **605**  
Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme **BENTLEY INTERNATIONAL LIMITED (BEL)**

ACN/ARSN **87 008 108 218**

### 1. Details of substantial holder

Name	ACN / ABN
QUESTE COMMUNICATIONS LIMITED (QUE)	ABN 58 081 688 164
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 holder ceased to be a substantial holder on: 21 SEPTEMBER 2004  
The previous notice was given to the company on: 30 AUGUST 2004  
The previous notice was dated: 30 AUGUST 2004

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
31/8/2004	The parties named in (1) above	Acquisition of shares on ASX by CXL <sup>(A)</sup>	\$31,345	82,323	82,323
21/09/2004	The parties named in (1) above	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").  A copy of the letter acknowledgement of termination of such MOU between SOF, FSL and QUE is attached to this Notice of Ceasing to be a Substantial Holder as Annexure "A" (2 pages)	N/A	FSL – (400,000) SOF – (7,074,734)  Total – (7,474,734)	FSL – (400,000) SOF – (7,074,734)  Total – (7,474,734)

(A) Acquisition being within the "3% creep in 6 months" exemption of item 9 of s611 Corporations Act at the time.

**3. Changes in association**

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name	ACN/ARSN (if applicable)	Nature of association
SOF FAST SCOUT LIMITED	(SOF) (FSL) ABN 88 087 482 602 ABN 94 088 488 724	Pursuant to the termination of the MOU between SOF, FSL and QUE

**4. 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
FSL	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
Central Exchange Limited ABN 77 000 742 843 (CXL)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
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 \_\_\_\_\_  
print name Victor Ho

Date 21 SEPTEMBER 2004  
capacity Company Secretary of QUE

sign here \_\_\_\_\_  
print name Farooq Khan

Date 21 SEPTEMBER 2004  
capacity Personally and as Director of ISLAND, SKIN-PLEX and ESSENTIAL

VICTOR HO

FAROOQ KHAN



17<sup>th</sup> September 2004

To: The Directors  
Queste Communications Ltd  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth, WA 6000

To: The Directors  
Fast Scout Ltd  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth, WA 6000

Dear Sirs,

### **Termination of Memorandum of Understanding**

I refer to the Memorandum of Understanding (**MOU**) entered into between Sofcom Ltd (**SOF**), Fast Scout Ltd (**FSL**) and Queste Communications Ltd (**QUE**) dated the 30th day of September 2003 where the companies agreed to act as one collective "bloc" with respect to their individual shareholdings in Bentley International Ltd (**BEL**).

SOF believes that its strategic objectives have been reached with respect to its investment in BEL.

In particular, SOF notes that BEL recently announced in its 2004 full year reports of the appointment of Constellation Capital Management as manager of the company, that cash funds were expected to be transferred to Constellation by the 3<sup>rd</sup> September 2004 and that the company hoped to be fully invested in international shares shortly after that date.

SOF has now essentially achieved all its objectives with respect to BEL. As SOF's objectives were co-incidental with those of QUE and FSL it sees no need to further associate itself with QUE and FSL through the terms of the MOU or otherwise.

SOF believes that each party should now be free to deal with their respective shareholding in BEL as it sees fit and without reference to any other party.

Accordingly, SOF hereby request each of QUE and FSL to execute where marked at the end of this letter in acknowledgement of the termination of the MOU in accordance with clause 6 of the MOU.

[www.sofcom.com](http://www.sofcom.com)

**SOF.COM LIMITED**  
**A.B.N. 88 087 482 602**  
(Formerly Software Communication Group Limited)

*Registered Office:*  
Level 19, The Como Centre  
644 Chapel Street  
South Yarra, Victoria 3141  
TEL: + 613 9826 8300  
FAX: + 613 9826 8336



*Business Address:*  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth, Western Australia 6000  
Tel: + 618 9214 9767  
FAX: + 618 9322 1515

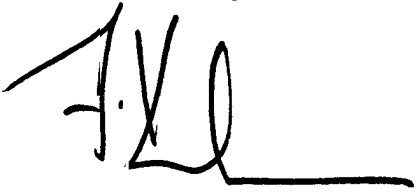
The MOU shall be deemed terminated upon execution of this letter by the last of the parties hereto.

This will have consequential effects on substantial shareholding notices filed by the parties.

Upon receipt of acknowledgement of the termination of the MOU from FSL and QUE below, SOF proposes to file an appropriate change of substantial shareholding notice confirming the termination of the MOU.

It suggests in accordance with Clause 7.1 of the MOU that each of QUE and FSL seek their own advice and take their own actions (at their cost) with respect to any substantial shareholding notices required to be lodged by them as a consequence of the termination of the Memorandum of Understanding.

Yours faithfully,



Farooq Khan  
Chairman



Executed by duly authorised  
Officer for and on behalf of  
the Board of Fast Scout Ltd

21<sup>st</sup> day of September 2004



Executed by duly authorised  
Officer for and on behalf of  
the Board of Queste Communications Ltd

21<sup>st</sup> day of September 2004