

Notice of change in interests of substantial holder

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

ABN **87 008 108 218**

1. Details of substantial holders ⁽¹⁾

| Name | | ACN / ABN |
|---------------------------|-----------|--------------------------|
| SOFCOM LIMITED | (SOF) | ABN 88 087 482 602 |
| FAST SCOUT LIMITED | (FSL) | ABN 94 088 488 724 |
| ALTERA CAPITAL LIMITED | (AEA) | ABN 55 082 541 437 |
| DATA BASE SYSTEMS LIMITED | (DBS) | Incorporated in Malaysia |
| AMBREEN CHAUDHRI | (AMBREEN) | |

There was a change in the interests of the substantial holders 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. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities ⁽⁴⁾ | Previous notice | | Present notice | |
|------------------------------------|-----------------|-----------------------------|----------------|-----------------------------|
| | Person's votes | Voting power ⁽⁵⁾ | Person's votes | Voting power ⁽⁵⁾ |
| Ordinary Shares | 8,455,970 | 21.714% ^(A) | 7,474,734 | 19.194% ^(A) |

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

3. 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 ⁽⁶⁾ | Consideration given in relation to change ⁽⁷⁾ | Class and number of securities affected | Person's votes affected |
|----------------|--|--|--|---|-------------------------|
| | | | | | Ordinary Shares |
| 31/8/2004 | The parties named in (1) above | Acquisition of shares on ASX by CXL ^(B) | \$31,345 | 82,323 | 82,323 |

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

3. Changes in relevant interests (continued)

| Date of change | Person whose relevant interest changed | Nature of change ⁽⁶⁾ | Consideration given in relation to change ⁽⁷⁾ | Class and number of securities affected | Person's votes affected |
|----------------|--|--|--|---|---|
| 21/09/2004 | The parties named in (1) above | <p>Ceased to have a relevant interest in BEL shares held by QUE and CXL 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 is attached to this Notice of Ceasing to be a Substantial Holder as Annexure "A" (2 pages)</p> | N/A | <p>QUE – (194,589) CXL – (868,970) Total – (1,063,559)</p> | <p>QUE – (194,589) CXL – (868,970) Total – (1,063,559)</p> |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder ⁽⁸⁾ | Nature of relevant interest ⁽⁷⁾ | Class and number of securities and Person's votes |
|-----------------------------|---------------------------------|---|---|---|
| | | | | Ordinary Shares |
| SOF | SOF | SOF | Legal, beneficial and registered holder of shares acquired on ASX | 7,074,734 |
| FSL | FSL | FSL | Legal, beneficial and registered holder of shares acquired on ASX | 400,000 |
| AEA | SOF | SOF | Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which SOF has a relevant interest by reason of having control of SOF | 7,074,734 |
| FSL | SOF | SOF | Taken under section 608(3)(b) of the Corporations Act have a relevant interest in securities in which AEA has a relevant interest by reason of having control of AEA | 7,074,734 |
| DBS | SOF | SOF | Taken under section 608(3)(b) of the Corporations Act to a relevant interest in securities in which FSL has a relevant interest by reason of having control of FSL | 7,074,734 |
| | FSL | FSL | | 400,000 |
| AMBREEN | SOF | SOF | Taken under section 608(3)(a) of the Corporations Act to a relevant interest in securities in which DBS has a relevant interest by reason of having control of DBS | 7,074,734 |
| | FSL | FSL | | 400,000 |

5. Changes in association

The persons who have become associates⁽²⁾ of, ceased to be associates of, or have change the nature of their association⁽⁹⁾ 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 |
|-------------------------------------|--------------------------|---|
| QUESTE COMMUNICATIONS LIMITED (QUE) | ABN 58 081 688 164 | Pursuant to the termination of the MOU between SOF, FSL and QUE |
| CENTRAL EXCHANGE LIMITED (CXL) | ABN 77 000 742 843 | |

6. 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 |
| QUE | Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000 |
| CXL | Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000 |

Signature

sign here _____ Date 21 September 2004
 print name Victor Ho capacity Director & Secretary of FSL, AEA and SOF

sign here _____ Date 21 September 2004
 print name Azhar Chaudhri capacity Director of DBS

sign here _____ Date 21 September 2004
 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

- (a) any relevant agreement or other circumstance because of which the change in relevant interest occurred. 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.

(7) 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.

(6) Include details of:

- (a) any relevant agreement or other circumstance because of which the change in relevant interest occurred. 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.

(7) 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.

(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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

VICTOR HO

AZHAR CHAUDHRI

AMBREEN CHAUDHRI

17th 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 3rd 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

SOFCOM 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

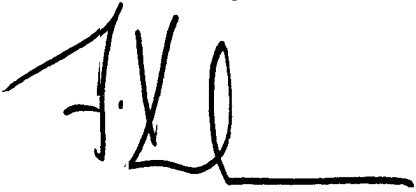
The MOU shall be deemed terminated upon execution of this letter by the last of the parties hereto.

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

21st day of September 2004



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

21st day of September 2004