

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

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

1. Details of substantial holders⁽¹⁾

Name	ACN / ABN
CENTRAL EXCHANGE LIMITED (CXL)	ABN 77 000 742 843
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 holders became substantial holders on 26 NOVEMBER 2004

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	2,140,000	2,140,000	5.495%

(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
CXL	Legal and beneficial holder of shares acquired on market on ASX	2,140,000
QUE	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which CXL has a relevant interest by reason of having control of CXL	
F KHAN	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which QUE has a relevant interest by reason of having voting power above 20% in QUE	
ISLAND		
SKIN-PLEX		
ESSENTIAL		

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:
All the parties named in (1)	CXL	CXL	2,140,000

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
CXL	16-Jul-04	31,092.31	-	81,814
CXL	19-Jul-04	43,787.40	-	115,000
CXL	21-Jul-04	21,988.89	-	57,000
CXL	5-Aug-04	3,075.89	-	8,186
CXL	9-Aug-04	57,794.80	-	147,896
CXL	10-Aug-04	17,595.12	-	44,000
CXL	12-Aug-04	1,074.64	-	2,750
CXL	18-Aug-04	13,050.05	-	32,560
CXL	19-Aug-04	87,023.23	-	217,440
CXL	20-Aug-04	19,789.50	-	50,000
CXL	24-Aug-04	0.39	-	1
CXL	25-Aug-04	11,723.40	-	30,000
CXL	31-Aug-04	31,345.31	-	82,323
CXL	23-Sep-04	9,218.40	-	23,000
CXL	24-Sep-04	15,030.00	-	37,500
CXL	30-Sep-04	1,002.00	-	2,500
CXL	1-Oct-04	6,904.58	-	17,227
CXL	5-Oct-04	9,619.20	-	24,000
CXL	6-Oct-04	11,011.21	-	26,803
CXL	6-Oct-04	13,487.69	-	33,197
CXL	7-Oct-04	4,008.00	-	10,000
CXL	8-Oct-04	40,080.00	-	100,000
CXL	11-Oct-04	0.40	-	1
CXL	12-Oct-04	19,831.19	-	49,479
CXL	13-Oct-04	5,038.05	-	12,570
CXL	14-Oct-04	5,913.00	-	14,753
CXL	15-Oct-04	56,532.59	-	144,025
CXL	18-Oct-04	21,873.91	-	55,975
CXL	19-Oct-04	12,214.78	-	32,080
CXL	22-Oct-04	6,823.22	-	17,920
CXL	27-Oct-04	17,601.34	-	48,795
CXL	4-Nov-04	12,764.98	-	33,972
CXL	5-Nov-04	3,757.50	-	10,000
CXL	8-Nov-04	16,111.79	-	42,879
CXL	9-Nov-04	1,503.00	-	4,000
CXL	10-Nov-04	3,437.75	-	9,149
CXL	24-Nov-04	4,217.41	-	11,224
CXL	25-Nov-04	22,537.88	-	59,981
CXL	26-Nov-04	116,757.95	-	305,563
CXL	29-Nov-04	10,076.53	-	26,713
CXL	29-Nov-04	1,689.43	-	4,437
CXL	30-Nov-04	4,992.60	-	13,287
CXL	2-Dec-04	5,826.38	-	15,506
CXL	3-Dec-04	32,171.93	-	84,494
Totals		\$831,375.62	-	2,140,000

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 and CXL	QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which CXL has a relevant interest by reason of having control of CXL
QUE and F KHAN, ISLAND, SKIN-PLEX and ESSENTIAL	F KHAN, ISLAND, SKIN-PLEX and ESSENTIAL are taken section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which QUE has a relevant interest by reason of having voting power above 20% in QUE
F KHAN and 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
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 _____ date 3 December 2004
 print name VICTOR HO capacity Director & Secretary of CXL

sign here _____ date 3 December 2004
 print name VICTOR HO capacity Secretary of QUE

sign here _____ date 3 December 2004
 print name FAROOQ KHAN capacity Personally and as Director of ISLAND, SKIN-PLEX and ESSENTIAL

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.