

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 holders

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)	

The holder ceased to be a substantial holder on 1 July 2005.

The previous notice was given to the company on 7 February 2005.

The previous notice was dated 7 February 2005.

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
24 June 2005	The parties named in (1) above	Sale of shares on ASX by SOF	\$15,819.30	(45,198)	(45,198)
30 June 2005		Settlement of the sale of BEL shares by SOF to CXL pursuant to a First Tranche BEL Share Sale Agreement (dated 30 May 2005), as approved by SOF shareholders on 30 June 2005	\$946,470 ^(A) by the receipt of \$575,000 cash and 359,151 fully paid ordinary shares in CXL ^(B)	(2,100,000)	(2,100,000)
1 July 2005		Settlement of the sale of BEL shares by SOF to CXL pursuant to a Second Tranche BEL Share Sale Agreement (dated 30 May 2005), as approved by SOF shareholders on 30 June 2005 and BEL shareholders on 1 July 2005 ^(C)	\$1,036,610 ^(A) by the receipt of 1,002,233 fully paid ordinary shares in CXL ^(B)	(2,300,000)	(2,300,000)
5 July 2005		Sale of shares on ASX by SOF	\$87,906.69	(254,802)	(254,802)

(A) The total consideration being equivalent (per share) to BEL's NTA backing (post tax) as at 31 May 2005 of \$0.4507 per share

(B) At an issue price of \$1.0343 per share, being CXL's reported NTA (post tax) backing as at 31 May 2005

(C) For the purposes of section 606(1) and Item 7 of section 611 of the *Corporations Act 2001* (Cth) and for all other purposes

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 and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

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
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
Central Exchange Limited ABN 77 000 742 843 (CXL)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

Signature

sign here _____
print name Victor Ho

Date 7 July 2005
capacity Director & Secretary of FSL, AEA and SOF

sign here _____
print name Azhar Chaudhri

Date 7 July 2005
capacity Director of DBS

sign here _____
print name Ambreen Chaudhri

Date 7 July 2005
capacity Personally