



Bentley International Limited

NOTICE OF ANNUAL GENERAL MEETING

**Time and:
Date of Meeting** 1:00 pm
on Friday, 17 November 2006

Place of Meeting: Sofitel Wentworth Sydney
The Boardrooms
Lobby Level
61-101 Phillip Street
Sydney, New South Wales

Chairman's Open Proxies

The Chairman of the AGM will vote all open proxies cast in favour of all resolutions to be considered at the AGM.



ASX Code: BEL

Bentley International Limited
A.B.N. 87 008 108 218

Registered Office:
Suite 202, Angela House
30-36 Bay Street
Double Bay, New South Wales 2028

T | (02) 9363 5088
F | (02) 9363 5488

Share Registry:
Advanced Share Registry Services
110 Stirling Highway
Nedlands, Western Australia 6009

T | (08) 9389 8033
F | (08) 9389 7871
E | admin@advancedshare.com.au
W | www.asrshareholders.com

Company Secretarial Office:
Level 14, The Forrest Centre
221 St Georges Terrace
Perth, Western Australia 6000
Local T | 1300 762 678
T | (08) 9214 9757
F | (08) 9322 1515
E | info@bel.com.au
W | www.bel.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that a Annual General Meeting of shareholders of Bentley International Limited A.B.N. 87 008 108 218 (“BEL” or “Company”) will be held at **Sofitel Wentworth Sydney, The Boardrooms, Lobby Level**, 61-101 Phillip Street, Sydney, New South Wales at 1:00 pm on Friday, 17 November 2006.

AGENDA

ORDINARY BUSINESS

1. **Chairman’s Review**
2. **Investment Manager’s Presentation and Outlook**
3. **Annual Reports**

To consider and receive the Directors’ Report, Financial Report and Audit Report of the Company for the year ended 30 June 2006.

4. **Resolution 1 - Re-election of Farooq Khan as Director**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That Farooq Khan, having retired by rotation pursuant to clause 5 of the constitution, being eligible, be re-elected as a director of the Company”

5. **Resolution 2 - Adoption of Remuneration Report**

To consider, and if thought fit, to pass the following resolution as an advisory non-binding resolution:

“That the Remuneration Report as detailed in the Directors’ Report for the year ended 30 June 2006 be adopted”

Dated: 5th October 2006

By order of the Board,



Victor Ho
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders of the Company in understanding the business to be put to shareholders for their consideration at the Annual General Meeting (AGM) of the Company

1. Chairman's Review

A copy of the Chairman's Review will be lodged on ASX as a market announcement prior to the commencement of the AGM.

2. Investment Manager's Presentation and Outlook

A copy of the Investment Manager's presentation will be lodged on ASX as a market announcement prior to the commencement of the AGM.

3. Annual Reports

Section 317 of the *Corporations Act 2001 (Cth)* ("**Corporations Act**") requires the Directors of the Company to lay before the AGM the directors' report, financial report and the auditor's report for the last financial year that ended before the AGM.

Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports but no formal resolution to adopt the reports will be put to shareholders at the AGM.

4. Ordinary Resolution 1 - Re-Election Of Director

Clause 5 of the Company's constitution requires one third of the directors (or if that is not a whole number, the whole number nearest to one third) to retire at each AGM. The director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more directors have been in office for the same period, those directors may agree which of them will retire. This rule does not apply to the Managing Director.

Furthermore, no director may retain office for more than 3 years without submitting himself for re-election even though the submission results in more than the one third of the directors retiring from office.

Mr Farooq Khan retires at the AGM under this rule. However, being eligible, he has offered himself for re-election as a director of the Company.

Mr Khan has been a director of the Company since 2 December 2003 (Non-Executive Chairman since 10 February 2004) and was most recently re-elected a director at a general meeting held on 5 February 2004. Mr Khan's qualifications and experience are detailed in the Directors' Report at page 31 of the Company's 2006 Annual Report.

5. Advisory Non Binding Resolution 2 - Adoption Of Remuneration Report

Sections 249L and 250R are recent additions to the Corporations Act that require a resolution be put to the members to adopt a Remuneration Report prepared by the Company and disclosed in the Directors' Report. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report on pages 34 to 36 of the 2006 Annual Report.

Shareholders will also be provided with a reasonable opportunity to ask questions or make statements in relation to the Remuneration Report.

TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the shareholders of Bentley International Limited will be held at:

Sofitel Wentworth Sydney	Commencing	1:00pm
The Boardrooms		Friday
Lobby Level		17 November 2006
61-101 Phillip Street		
Sydney, New South Wales		

Voting Rights

- At any meeting of the members, each member entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a member which is a corporation, by representative.
- Every person who is present in the capacity of member or the representative of a corporate member shall, on a show of hands, have one vote.
- Every member who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the venue out above.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and return it to the Company Secretarial office, either:

- by facsimile to (08) 9322 1515; or
- by mail to Bentley International Limited, Level 14, The Forrest Centre, 221 St Georges Terrace, Perth WA 6000

so that it is received **not later than 1:00 pm (AEST) on Wednesday, 15 November 2006.**

Bodies corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the General Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.

Powers of Attorney

A person appearing as Power of Attorney for a shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the General Meeting all Shares in the Company will be taken to be held by the persons who held them as registered Shareholders at midnight (AEST) on 15 November 2006 (**Voting Entitlement Time**). Subject to the voting exclusions noted (if any), all holders of Shares in the Company as at the Voting Entitlement Time will be entitled to vote at the Annual General Meeting.

PROXY FORM

Bentley International Limited

A.B.N. 87 008 108 218

Website: www.bel.com.au Email: info@bel.com.au

PLEASE RETURN TO:

The Company Secretary
Bentley International Limited
Level 14, The Forrest Centre
221 St Georges Terrace, Perth WA 6000
Local Call: 1300 762 678 or Enquiries: (08) 9214 9757
Facsimile: (08) 9322 1515

{Name1}
{Name2}
{Name3}
{Name4}
{Name5}
{Name6}

Our Reference: BEL / {SUB-REGISTER} / {HOLDERID}
Shareholding as at 10 October 2006: {UNITS}
Current DRP Participation: {DRP}
Current TFN Quoted: {TFN_PROVIDED}
Current Bank Account Provided: {BANK_ACC_PROVIDED}
Current Election to Receive Hard Copy Annual Report:
{ANNUAL_REP}

A. Appointment of Proxy

I/We being a member/s of Bentley International Limited and entitled to attend and vote hereby appoint

The Chairman of the Annual General Meeting (mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Annual General Meeting.

or failing the person named, or if no person is named, the Chairman of the Annual General Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Bentley International Limited to be held at the **Sofitel Wentworth Sydney, The Boardrooms, Lobby Level, 61-101 Phillip Street, Sydney, New South Wales, at 1:00pm on Friday, 17 November 2006** and at any adjournment of such Annual General Meeting.

B. Voting directions to your proxy - please mark to indicate your directions

RESOLUTIONS

	For	Against	Abstain*
1. Re-Election of Farooq Khan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If to proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

C. Change of Address and Annual Report Election

- Mark this box with an 'X' if you want to make any changes to your address details (see note 1 overleaf)
- Mark this box with an 'X' if you do not wish to receive a hard-copy Annual Report in the future
- Mark this box with an 'X' if you wish to receive the Annual Report by email - please print your email clearly below

D. PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date

Email: -----

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of Bentley International Limited. If this information is incorrect, please mark the box at **Section C** of the proxy form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the General Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the General Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or certified copy) of an appropriate Power of Attorney should be produced for admission to the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. **Signing Instructions**

You must sign this form as follows in the spaces provided in **Section D**:

- | | |
|---------------------------|--|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the shareholders should sign. |
| Power of Attorney: | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form. |
| Companies: | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.

If the company (pursuant to section 204A of the <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. |

9. **Lodgment of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below **not later than 1:00pm (AEST) on Wednesday, 15 November 2006** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged:

- by posting, delivery or facsimile to the Company's Company Secretarial office below:

Bentley International Limited
Level 14, The Forrest Centre
221 St Georges Terrace
Perth WA 6000

Facsimile: (08) 9322 1515