

Appendix 3C

Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001.

Name of entity	ABN
Bentley Capital Limited (BEL)	87 008 108 218

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	If approved by shareholders at a meeting to be held in September 2009, the Company proposes to invite all eligible shareholders to tender up to 100% of their fully paid ordinary shares in the Company through an off-market buy-back at a price of 35 cents per share, subject to a maximum buy-back of 25 million shares (out of a total share capital of 71,584,465 shares) (Buy-Back Limit) (the Buy-Back)
2	+Class of shares which is the subject of the buy-back (eg, <i>ordinary/preference</i>)	ORDINARY
3	Voting rights (eg, <i>one for one</i>)	ONE FOR ONE
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	FULLY PAID
5	Number of shares in the +class on issue	71,584,465
6	Whether shareholder approval is required for buy-back	YES

7	Reason for buy-back	Please refer to the Company's ASX market announcement dated 14 August 2009 entitled " Proposed Off-Market Share Buy-Back "
8	Any other information material to a shareholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	Please refer to the Company's ASX market announcement dated 14 August 2009 entitled " Proposed Off-Market Share Buy-Back "

On-market buy-back

9	Name of broker who will act on the company's behalf	NOT APPLICABLE
10	Deleted 30/9/2001.	
11	If the company intends to buy back a maximum number of shares - that number Note: This requires a figure to be included, not a percentage.	NOT APPLICABLE
12	If the company intends to buy back shares within a period of time - that period of time; if the company intends that the buy-back be of unlimited duration - that intention	NOT APPLICABLE
13	If the company intends to buy back shares if conditions are met - those conditions	NOT APPLICABLE

Employee share scheme buy-back

14	Number of shares proposed to be bought back	NOT APPLICABLE
15	Price to be offered for shares	NOT APPLICABLE

Selective buy-back

- 16 Name of person or description of class of person whose shares are proposed to be bought back
- 17 Number of shares proposed to be bought back
- 18 Price to be offered for shares

Equal access scheme

- 19 Percentage of shares proposed to be bought back
- 20 Total number of shares proposed to be bought back if all offers are accepted
- 21 Price to be offered for shares
- 22 ⁺Record date for participation in offer
Cross reference: Appendix 7A, clause 9.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: Date: 14 August 2009
(Company Secretary)

Print name: VICTOR HO

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⁺ See chapter 19 for defined terms.