

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
SOFCON LIMITED	(SOF)	ABN 88 087 482 602
FAST SCOUT LIMITED	(FSL)	ABN 94 088 488 724
QUESTE COMMUNICATIONS LIMITED	(QUE)	ABN 58 081 688 164
ALTERA CAPITAL LIMITED	(AEA)	ABN 55 082 541 437
DATA BASE SYSTEMS LIMITED	(DBS)	Incorporated in Malaysia
AMBREEN CHAUDHRI	(AMBREEN)	
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

There was a change in the interests of the substantial holders on: 19 July 2004
The previous notice was given to the company on: 16 January 2004
The previous notice was dated: 16 January 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	7,419,323	19.052% (A)	7,866,137 (B)	20.200% (A)

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

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

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	% Voting Power
				Ordinary Shares		
8-Apr-04	All parties named in (1) above	Acquisition of shares on ASX by SOF	\$4,050.00	11,000	11,000	0.028%

14-Apr-04		Acquisition of shares on ASX by SOF	\$13,212.72	36,702	36,702	0.094%
15-Apr-04		Acquisition of shares on ASX by SOF	\$49,200.66	136,000	136,000	0.349%
19-Apr-04		Acquisition of shares on ASX by SOF	\$2,278.62	6,298	6,298	0.016%
21-Apr-04		Acquisition of shares on ASX by SOF	\$21,105.00	60,000	60,000	0.154%
16-Jul-04		Acquisition of shares on ASX by CXL ^(C)	\$31,092.31	81,814	81,814	0.210%
19-Jul-04		Acquisition of shares on ASX by CXL ^(C)	\$43,787.40	115,000	115,000	0.295%
TOTALS			\$164,726.71	446,814	446,814	1.1460%

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

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
QUE	QUE	QUE	Legal, beneficial and registered holder of shares acquired on ASX	194,589
CXL	CXL	CXL	Legal, beneficial and registered holder of shares acquired on ASX	196,814
SOF, FSL and QUE	SOF	SOF	Pursuant to a Memorandum of Understanding dated 30 September 2003 (MOU) between SOF, FSL and QUE (a copy of which was attached to the Notice of initial substantial holder dated 30 September 2003 as Annexure "A")	7,074,734
	FSL	FSL		400,000
	QUE	QUE		194,589
	CXL	CXL		196,814
QUE	CXL	CXL	Also taken under section 608(3)(b) of the Corporations Act to have the same relevant interest as CXL by reason of having control of CXL	196,814
AEA	SOF	SOF	Also taken under section 608(3)(b) of the Corporations Act to have the same relevant interest as SOF by reason of having control of SOF	7,074,734
	FSL	FSL		400,000
	QUE	QUE		194,589
	CXL	CXL		196,814
FSL	SOF	SOF	Also taken under section 608(3)(b) of the Corporations Act to have the same relevant interest as AEA by reason of having control of AEA	7,074,734
	FSL	FSL		400,000
	QUE	QUE		194,589
	CXL	CXL		196,814

DBS	SOF FSL QUE CXL	SOF FSL QUE CXL	Taken under section 608(3)(b) of the Corporations Act to have the same relevant interest as FSL by reason of having control of FSL	7,074,734 400,000 194,589 196,814
AMBREEN	SOF FSL QUE CXL	SOF FSL QUE CXL	Taken under section 608(3)(a) of the Corporations Act to have the same relevant interest as DBS by reason of having control of DBS	7,074,734 400,000 194,589 196,814
F KHAN and ISLAND and SKIN-PLEX and ESSENTIAL	SOF FSL QUE CXL	SOF FSL QUE CXL	Taken under section 608(3)(a) of the Corporations Act have the same relevant interest as QUE by reason of having voting power above 20% in QUE	7,074,734 400,000 194,589 196,814

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 and ACN/ARSN (if applicable)	Nature of association
No changes since Notice of initial substantial holder dated 30 September 2003	

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
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
CXL	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

Signature

sign here _____
print name Victor Ho

Date 20 July 2004
capacity Director & Secretary of FSL

sign here _____
print name Simon Cato

Date 20 July 2004
capacity Director of SOF and AEA

sign here _____	Date <u>20 July 2004</u>
print name <u>Michael van Rens</u>	capacity <u>Director of QUE</u>

sign here _____	Date <u>20 July 2004</u>
print name <u>Farooq Khan</u>	capacity <u>Personally and as Director of ISLAND, SKIN-PLEX and ESSENTIAL</u>

sign here _____	Date <u>20 July 2004</u>
print name <u>Ambreen Chaudhri</u>	capacity <u>Personally</u>

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.

(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.