Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

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

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	**Farooq Khan**
Date of last notice	**17 January 2005**

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(1) CXL[1] is a legal, beneficial and registered holder of shares in BEL; (2) QUE[2] is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in BEL shares in which CXL has a relevant interest by reason of having control of CXL; (3) Farooq Khan (and associated companies) are taken under section 608(3)(a) of the Corporations Act to have a relevant interest in the BEL shares in which QUE has a relevant interest by reason of having >20% voting power in QUE; (4) Therefore, Farooq Khan has a relevant interest in the BEL shares held by CXL.
Date of changes	18, 20, 21 and 27 January 2005

No. of securities held prior to change	2,640,000	Held by CXL
Class	Fully Paid Ordinary Shares	

1 Central Exchange Limited ABN 77 000 742 843 (**CXL**)

2 Queste Communications Limited ABN 58 081 688 164 (**QUE**)

Number acquired	**Date**	**No. Shares**	**Consideration**
	18-Jan-05	93,258	$35,041.70
	20-Jan-05	8,711	$3,273.16
	21-Jan-05	67,215	$25,256.04
	27-Jan-05	11,009	$4,136.64
	Totals	180,193	$67,707.54
Number disposed	-	-	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A		
No. of securities held after change	2,820,193	Held by CXL	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of shares on ASX by CXL.		

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

.... 27 January 2005

Farooq Khan

+ See chapter 19 for defined terms.