



Bentley
Capital Limited

HALF YEAR REPORT

31 December 2017

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE
30 JUNE [2017 ANNUAL REPORT](#) OF THE COMPANY
LODGED ON ASX ON 31 OCTOBER 2017



ASX Code: BEL

Bentley Capital Limited

A.B.N. 87 008 108 218

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CORPORATE DIRECTORY**BOARD**

Farooq Khan	Executive Chairman
William M. Johnson	Executive Director
Simon K. Cato	Non-Executive Director

COMPANY SECRETARY

Victor P. H. Ho

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APPENDIX 4D HALF YEAR REPORT

This Half Year Report is provided to the Australian Securities Exchange (ASX) under ASX Listing Rule 4.2A.3.

Current reporting period:	1 July 2017 to 31 December 2017
Previous corresponding period:	1 July 2016 to 31 December 2016
Reporting Date:	31 December 2017
Company:	Bentley Capital Limited (BEL or the Company)
Consolidated Entity:	BEL and controlled entities (Bentley)

RESULTS FOR ANNOUNCEMENT TO THE MARKET

CONSOLIDATED	Dec 2017 \$'000	Dec 2016 \$'000	% Change	Up / Down
Net gain on financial assets at fair value through profit or loss	1,573	-	N / A	N / A
Share of Associate entity's Profit	27	-	N / A	N / A
Dividends	170	33	405%	Up
Interest	2	13	81%	Down
Other income	9	10	8%	Down
Total revenue	1,781	56	3058%	Up
Net loss on financial assets at fair value through profit or loss	-	(645)	N / A	N / A
Software development expenses	(480)	(789)	39%	Down
Salaries, fees and employee benefits	(178)	(178)	0%	N / A
Investment expenses	(12)	(19)	33%	Down
Corporate expenses	(45)	(50)	11%	Down
Administration expenses and other expenses	(173)	(201)	14%	Down
Total expenses	(888)	(1,882)	53%	Down
Profit/(Loss) before tax	893	(1,826)	149%	Profit Up
Income tax benefit / (expense)	-	-		
Profit/(Loss) after tax attributable to members	893	(1,826)	149%	Profit Up
Other comprehensive income (net of tax)	-	368	N / A	N / A
Total Comprehensive Income/(Loss) for the half year	893	(1,458)	161%	Income Up
Basic and diluted earnings / (loss) per share (cents)	1.17	(1.93)	161%	Earnings Up
CONSOLIDATED	Dec 2017 cents	June 2017 cents	% Change	Up / Down
Pre-Tax NTA backing per share	15.87	15.43	3%	Up
Post-Tax NTA backing per share	15.87	15.43	3%	Up
Pre and Post-Tax NTA backing per share (with the dividend paid during the Current Reporting Period added back)	16.37	15.43	6%	Up

BRIEF EXPLANATION OF RESULTS

The net gain on financial assets of \$1.573 million relates principally to the investment portfolio including positions in Santos Limited (ASX:STO), Pioneer Credit Limited (ASX:PNC)) and Strike Resources Limited (ASX:SRK).

Please refer to the Directors' Report and financial statements and notes for information on a review of Bentley's operations and the financial position and performance of Bentley for the half year ended 31 December 2017.

APPENDIX 4D HALF YEAR REPORT

DIVIDENDS

Consistent with its stated Dividend Policy to make annual distributions of at least one cent per share (referred to below), Bentley has recently paid a fully franked dividend as follows:

Dividend Rate	Record Date	Payment Date	DRP Issue Price (cents)	DRP Shares Acquired
0.5 cent per share	12 January 2018	25 January 2018	12.25	222,650

The Company's Dividend Reinvestment Plan (**DRP**) applied to this dividend with the **DRP** issue price set at a 2.5% discount to the Company's volume weighted average price on ASX in the 5-day period up to and including the dividend record date. Pursuant to the [DRP Rules](#), the Company acquired shares on-market to satisfy its obligations to participants under the **DRP**.

A copy of Bentley's [DRP Rules](#)¹ (which were updated on 31 July 2017) and [DRP Application Form](#) may be obtained from the Company or downloaded from the Company's website: <http://bel.com.au/forms>

The Company paid a 0.5 cent per share fully franked dividend during the financial half year as follows:

Dividend Rate	Record Date	Payment Date	DRP Issue Price (cents)	DRP Shares Acquired
0.5 cent per share	17 August 2017	31 August 2017	11.72	243,088

This continues Bentley's long distribution track record with recent payments as illustrated below²:

Rate per share	Nature	Record Date	Payment Date	Franking	DRP Issue Price
0.50 cent	Dividend	17 August 2017	31 August 2017	100%	\$0.1172
0.50 cent	Dividend	24 March 2017	31 March 2017	100%	\$0.1371
0.50 cent	Dividend	22 September 2016	29 September 2016	100%	\$0.1399
0.50 cent	Dividend	11 March 2016	18 March 2016	100%	\$0.1322
0.50 cent	Dividend	11 September 2015	25 September 2015	100%	\$0.1453
0.55 cent	Dividend	13 March 2015	20 March 2015	100%	\$0.1327
0.95 cent	Dividend	12 September 2014	26 September 2014	100%	\$0.1486
One cent	Dividend	14 March 2014	21 March 2014	100%	\$0.1441
One cent	Return of capital	6 December 2013	12 December 2013	N / A	N / A
One cent	Return of capital	15 April 2013	18 April 2013	N / A	N / A
One cent	Return of capital	26 November 2012	30 November 2012	N / A	N / A
One cent	Return of capital	16 April 2012	19 April 2012	N / A	N / A
5 cents	Return of capital	12 October 2011	14 October 2011	N / A	N / A
2.4 cents	Dividend (Special)	5 September 2011	26 September 2011	100%	\$0.2188
One cent	Dividend	5 September 2011	26 September 2011	100%	\$0.2188

Dividend Policy

It is the objective of Bentley to provide a regular and stable distribution to shareholders after the announcement of its December half year end and June year end NTA backing results. These NTA backings are normally announced in mid January and July each year and Bentley will endeavour to announce its proposed distribution at this time.

Bentley intends to make annual distributions to shareholders of at least one cent per share, to the extent permitted by law and subject to prudent business practice. It is envisaged that shareholder distributions will be made twice per year. Dividends will be franked to the extent that available franking credits permit. Capital returns will be subject to prior shareholder approval

¹ Refer Bentley's ASX Announcement dated [1 August 2017: Updated Dividend Reinvestment Plan](#)

² Bentley paid a distribution to shareholders every year (save on 4 occasions) since its admission to ASX in 1986.

APPENDIX 4D HALF YEAR REPORT

ASSOCIATE ENTITY

The Company has accounted for the following share investment at the Balance Date as an investment in an Associate entity (on an equity accounting basis):

- 20.06% interest (31,700,000 shares) in ASX-listed Keybridge Capital Limited (ASX: [KBC](#)) (30 June 2017 and 31 December 2016: 19.96%; 31,700,000 shares).

Keybridge was reclassified from being an investment in a financial asset (valued based on the last bid price on ASX under AASB 13) to being an investment in an Associate entity (valued under the equity method pursuant to Accounting Standard AASB 128), with effect on 1 January 2017.

CONTROLLED ENTITIES

On 11 July 2017, Social Stream, Inc. was incorporated in the State of Delaware, United States, as a wholly owned subsidiary of Devisd Pty Limited (itself a wholly owned subsidiary of BEL).

For and on behalf of the Directors,



Victor Ho
Company Secretary

Date: 28 February 2018

Telephone: (08) 9214 9757

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DIRECTORS' REPORT

The Directors present their Directors' Report on Bentley Capital Limited ABN 87 008 108 218 (**Company** or **BEL**) and its controlled entities (the **Consolidated Entity** or **Bentley**) for the financial half year ended 31 December 2017 (**Balance Date**).

BEL is a company limited by shares that was incorporated in South Australia in June 1986 and has been listed on the Australian Securities Exchange (**ASX**) since October 1986 (ASX Code: [BEL](#)).

PRINCIPAL ACTIVITIES

BEL is a listed investment company (**LIC**). Bentley's investment objectives are to:

- Achieve a high real rate of return over the medium term, ideally comprising both revenue and capital growth, whilst operating within acceptable risk parameters set by the Board; and
- Deliver a regular distribution stream to shareholders.

Within its broader investment mandate³, Bentley has a focus on several key investment sectors which the Board believes offer the opportunity to collectively generate overall returns for shareholders materially in excess of the ASX All Ordinaries Index⁴:

- (1) Strategic investments in listed companies with either an active or passive participation;
- (2) Corporate financing;
- (3) Promotion of IPOs; and
- (4) Participation in, and funding of, corporate restructurings.

NET TANGIBLE ASSET BACKING

CONSOLIDATED	December 2017 \$'000	June 2017 \$'000
Net assets	12,465	11,952
Less: Intangible assets	(383)	(207)
Net tangible assets	12,082	11,745
Pre-tax NTA backing per share (cents)	15.87	15.43
Less: Net deferred tax asset/liabilities / tax provision	-	-
Net tangible assets	12,082	11,745
Post-tax NTA backing per share (cents)	15.87	15.43
Value of dividend paid in previous 6 months	381	756
Adjusted Pre and post-tax NTA backing per share (cents) (with the dividend paid during the half year added back)	16.37	N/A
Based on total issued shares	76,127,918	76,127,918

During the financial half year, Bentley paid a fully franked dividend of 0.5 cent per share to shareholders⁵.

Bentley's 31 January 2018 pre and post-tax NTA backing was 15.69 cents per share (unaudited)⁶.

³ Refer Bentley's ASX announcement dated [15 January 2009: Notice of Meeting and released on ASX on 23 January 2009](#)

⁴ Refer Bentley's ASX announcement dated [10 May 2010: Appointment of Chief Investment Officer and Implementation of Investment Strategy](#)

⁵ Refer Bentley's ASX announcement dated [1 August 2017: Declaration of Dividend](#)

⁶ Refer Bentley's ASX announcement dated [14 February 2018: NTA Backing as at 31 January 2018](#)

DIRECTORS' REPORT

OPERATING RESULTS

CONSOLIDATED	December 2017 \$'000	December 2016 \$'000
Net gain on financial assets at fair value through profit or loss	1,573	-
Share of Associate entity's profit	27	-
Dividends	170	33
Interest	2	13
Other income	9	10
Total revenue	1,781	56
Net loss on financial assets at fair value through profit or loss	-	(645)
Software development expenses	(480)	(789)
Salaries, fees and employee benefits	(178)	(178)
Investment expenses	(12)	(19)
Corporate expenses	(45)	(50)
Administration expenses and other expenses	(173)	(201)
Total expenses	888	(1,882)
Profit / (Loss) before income tax expense	893	(1,826)
Income tax expense	-	-
Profit / (Loss) after income tax expense	893	(1,826)

The net gain on financial assets of \$1.573 million relates principally to the investment portfolio including positions in Santos Limited (ASX:STO), Pioneer Credit Limited (ASX:PNC)) and Strike Resources Limited (ASX:[SRK](#)).

EARNINGS/(LOSS) PER SHARE

CONSOLIDATED	December 2017 cents	December 2016 cents
Earnings / (Loss) per share (cents)	1.17	(1.93)

FINANCIAL POSITION

CONSOLIDATED	December 2017 \$'000	June 2017 \$'000
Investments	3,828	5,142
Non-current asset held for sale	3,153	3,825
Investment in Associate entity	3,852	2,207
Cash and cash equivalents	1,443	569
Net deferred tax asset / liabilities	-	-
Intangible assets	383	207
Other assets	101	212
Liabilities	(295)	(210)
Net assets	12,465	11,952
Issued capital	19,477	19,477
Profits Reserve	4,058	2,791
Accumulated losses	(11,070)	(10,316)
Total equity	12,465	11,952

DIRECTORS' REPORT

The Company's Profits Reserve is available to fund dividend payments, declared from time to time. The Company also has a \$1.39 million Franking Credit balance (as at 31 December 2017), which is sufficient to support the payment of up to ~\$3.67 million in fully franked dividends.

DIVIDENDS

Consistent with its stated Dividend Policy to make annual distributions of at least one cent per share (referred to below), Bentley has recently paid a fully franked dividend as follows:

Dividend Rate	Record Date	Payment Date	DRP Issue Price (cents)	DRP Shares Acquired
0.5 cent per share	12 January 2018	25 January 2018	12.25	222,650

The Company's Dividend Reinvestment Plan (DRP) applied to this dividend with the DRP issue price set at a 2.5% discount to the Company's volume weighted average price on ASX in the 5 day period up to and including the dividend record date. Pursuant to the updated [DRP Rules](#), the Company acquired shares on-market to satisfy its obligations to participants under the DRP.

The Company paid a 0.5 cent per share fully franked dividend during the financial half year as follows:

Dividend Rate	Record Date	Payment Date	DRP Issue Price (cents)	DRP Shares Acquired
0.5 cent per share	17 August 2017	31 August 2017	11.72	243,088

Dividend Policy

It is the objective of the Company to provide a regular and stable distribution to shareholders after the announcement of its half year and full year operating results. These results are normally announced at the end of February and August each year and the Company will endeavour to announce its proposed distribution at this time.

The Company intends to make annual distributions to shareholders of at least one cent per share, to the extent permitted by law and subject to prudent business practice. It is envisaged that shareholder distributions will be made twice per year. Dividends will be franked to the extent that available franking credits permit. Capital returns will be subject to prior shareholder approval.

Dividend Reinvestment Plan

Bentley's DRP was updated on 31 July 2017.⁷

The main change to the DRP relates to Bentley having the ability (at the Directors' discretion) to acquire existing shares or issue new shares (or a combination of both) to satisfy Bentley's obligations under the DRP.

The acquisition of existing shares will neutralise the dilutive effect associated with issuing new shares at a discount to market and Bentley's net tangible asset (NTA) backing.

The Board will exercise its discretion to acquire shares on-market having regard to, amongst other matters, the extent of DRP participation by shareholders, the cash and liquid investment positions of the Company, the prevailing BEL share price and trading volumes on ASX and the current NTA backing of the Company.

A copy of Bentley's updated [DRP Rules, Summary](#) and [Application Form](#) may also be downloaded from the Company's website: <http://bel.com.au/forms>

7 Refer Bentley's ASX Announcement dated [1 August 2017: Updated Dividend Reinvestment Plan](#)

DIRECTORS' REPORT

SECURITIES ON ISSUE

The Company has 76,127,918 (30 June 2017: 76,127,918) fully paid ordinary shares on issue. All such shares are listed on ASX. The Company has no other securities on issue.

REVIEW OF OPERATIONS

Net Asset Weightings

A summary of Bentley's net asset weighting (by value and as a percentage of net assets) is:

Net Assets	31 December 2017		30 June 2017		31 December 2016	
	\$'m	%	\$'m	%	\$'m	%
Australian equities ¹	10.83	86.9	11.17	93.5	12.40	85.6
Intangible assets ²	0.38	3.1	0.21	1.7	0.30	2.0
Provision for income tax	-	-	-	-	-	-
Net cash on deposit/ other assets / provisions	1.25	10.0	0.57	4.8	1.80	12.4
Total Net Assets	12.46	100.0	11.95	100	14.50	100.0
NTA backing per share	0.1587		\$0.1543		\$0.1875	
Adjusted NTA Backing per share (with dividends paid during the half year ending 31 December 2017 added back)	0.1637		N / A		N / A	

1. Includes an investment in the CBG Australian Equities Fund (Wholesale) (CBG Fund).
2. Capitalised software, Internet and applications development costs.

Major Holdings

A summary of Bentley's major investment holdings (by value and as a percentage of net assets) is:

Security	ASX Code	Industry Sector	31 December 2017		30 June 2017		31 December 2016	
			\$'m	%	\$'m	%	\$'m	%
CBG Australian Equities Fund	-	Diversified	3.02	24.2	3.95	33.1	3.96	27.3
Keybridge Capital Limited	KBC	Diversified	3.85	30.9	3.83 ³	32.0	3.96	27.3
Strike Resources Limited	SRK	Metals & Mining	3.15	25.3	2.21 ⁴	18.5	3.26 ⁴	22.5
Other listed securities	Various	Various	0.81	6.5	1.19	9.9	1.22	8.4

3. Investment in Associate entity carried at fair value based on equity accounting
4. Non-Current Asset Held for Sale carried at fair value (ASX market) less selling costs

DIRECTORS' REPORT

Investment in Keybridge Capital Limited (ASX: [KBC](#))

As at 31 December 2017 and currently, Bentley is the second largest shareholder in KBC with 31,700,000 shares (20.06%⁸) (30 June 2017: 31,700,000 KBC shares (19.96%⁹)).

Keybridge is an investment and financial services group with a diversified portfolio of listed and unlisted investments/loan assets including in the solar (Spain), private equity (US), life insurance (New Zealand), property and funds management sectors and strategic holdings in HHY Fund (ASX:[HHY](#)), Molopo Energy Limited (ASX:[MPO](#)), Metgasco Limited (ASX:[MEL](#)) and Yowie Group Ltd (ASX:[YOW](#)).

Bentley Directors (William Johnson and Simon Cato) are on the Board of Keybridge¹⁰.

During the half year, KBC shares traded on ASX within a range of \$0.095 to \$0.11 with a closing price of \$0.105 (and \$16.6 million market capitalisation) as at 31 December 2017 and a current closing price of \$0.09 (as at 23 February 2018).

As at 31 December 2017, Bentley's investment in KBC had a carrying value of \$0.1215 per share (\$3.852 million); this compares with KBC's last bid price on ASX of \$0.093 per share (\$2.948 million) and KBC's after-tax net asset backing of \$0.145 per share (\$4.6 million) as at 31 December 2017.

Further information about Keybridge's net assets and investment affairs are contained in their ASX releases, including as follows:

- 28 February 2018: Half Year Report – 31 December 2017;
- 14 February 2018: Net Asset Backing – January 2018;
- 24 October 2017: 2017 Annual Report.

Information concerning KBC may be viewed from its website: www.keybridge.com.au

KBC's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX code "[KBC](#)".

Investment in Strike Resources Limited (ASX : [SRK](#))

As at 31 December 2017 and currently, Bentley is the largest shareholder in SRK with 52,553,493 shares (36.16%¹¹) (30 June 2017: 52,553,493 shares (36.16%)), which were acquired at an average cost of 5.5 cents per share.

Strike owns the high-grade Apurimac Magnetite Iron Ore Project and Cusco Magnetite Iron Ore Project in Peru and is currently developing its Burke Graphite Project in Queensland and lithium exploration tenements in Western Australia; Strike also retains relatively strong cash reserves and liquid investments totalling ~\$4.93 million (as at 31 December 2017)¹².

Bentley Chairman (Farooq Khan) is also Chairman of Strike and Bentley Executive Director (William Johnson) is the Managing Director of Strike.

8 Refer Bentley's ASX Announcement dated [23 October 2017: Change in Substantial Holding in KBC](#)

9 Refer Bentley's ASX Announcement dated [8 July 2016: Change in Substantial Holding in KBC](#)

10 Refer KBC's ASX announcement dated [29 July 2016: Results of General Meeting and Board Changed and Notice of General Meeting](#) dated 7 June 2016

11 Refer Bentley's ASX Announcement dated [4 September 2015: Change in Substantial Holding in SRK](#)

12 Refer SRK's ASX Announcement dated [31 January 2018: December 2017 Quarterly Report](#)

DIRECTORS' REPORT

During the half year, SRK shares traded on ASX within a range of 4.4 to 6.2 cents with a closing price of 6 cents (and \$8.72 million market capitalisation) as at 31 December 2017 and a current closing price of 6.5 cents (as at 23 February 2018).

As at 31 December 2017, Bentley's investment in Strike had a carrying value of \$3.153 million, based on SRK's last bid price on ASX of 6 cents per share as at 31 December 2017 (30 June 2017: 4.2 cents).

Further information about Strike's current projects and activities are contained in their ASX releases, including as follows:

- 31 January 2018: December 2017 Quarterly Reports;
- 17 October 2017: 2017 Annual Report.

Information concerning SRK may be viewed from its website: www.strikeresources.com.au.

SRK's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX code "[SRK](#)".

Investment in Yowie Group Ltd (ASX:[YOW](#))

In February 2018, Bentley acquired 8,640,000 shares (3.66%) in YOW at an average cost of 10.5 cents per share.

Bentley notes that Keybridge is also a major shareholder in YOW with a relevant interest in 34,414,114 shares (15.9851%) acquired in January and February 2018.

Yowie Group is a global brand licensing company, specialising in the development of consumer products designed to promote learning, understanding and engagement with the natural world through the adventures and exploits of Yowie characters. Yowie Group employs its intellectual property rights in the outsourcing of the manufacturing and distribution of the Yowie chocolate confectionery product and in the development of a Yowie digital platform and Yowie branded licensed consumer products.¹³

Since 1 July 2017, YOW shares have traded on the ASX within a range of 35.5 to 9.8 cents with a current closing price of 11 cents (and a \$23.681 million market capitalisation) (as at 23 February 2018).

Information concerning the Yowie Group may be viewed on its website: www.yowiegroup.com

Yowie Group's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX code "[YOW](#)".

Investment in the CBG Australian Equities Fund (Wholesale) (CBG Fund)¹⁴

As at 31 December 2017, Bentley had ~\$3.02 million (24.27% of its net assets) invested in the CBG Australian Equities Fund (Wholesale) (CBG Fund) (December 2016: ~\$3.96 million (27.3%)).

The 6 month net performance of the CBG Fund to 31 December 2017 was +8.2% (December 2016: +3.0%) compared with its benchmark performance (S&P / ASX 200 Accumulation Index) of +8.4% (December 2016: +10.6%).

Bentley's investment in CBG Fund has generated a realised gain of \$0.340 million and incurred an unrealised loss of \$0.74 million for the financial half year (December 2016: \$0.114 million unrealised loss). The investment's unrealised gain (from historical cost) is \$0.677 million (December 2016: \$0.761 million unrealised gain).

¹³ Refer YOW's [2017 Annual Report](#) released on ASX on 24 August 2017

¹⁴ Based on information provided by investment manager, [CBG Asset Management Limited](#)

DIRECTORS' REPORT

The CBG Fund is a wholesale fund not open to retail investors. The objective of the fund is to outperform the S&P / ASX 200 Accumulation Index over the medium term. The Investment Manager is 'style neutral' and invests in growth stocks, value stocks, stocks with maintainable dividend yields and special situations.

Bentley is able to redeem its investment in the CBG Fund at short notice without any exit fees.

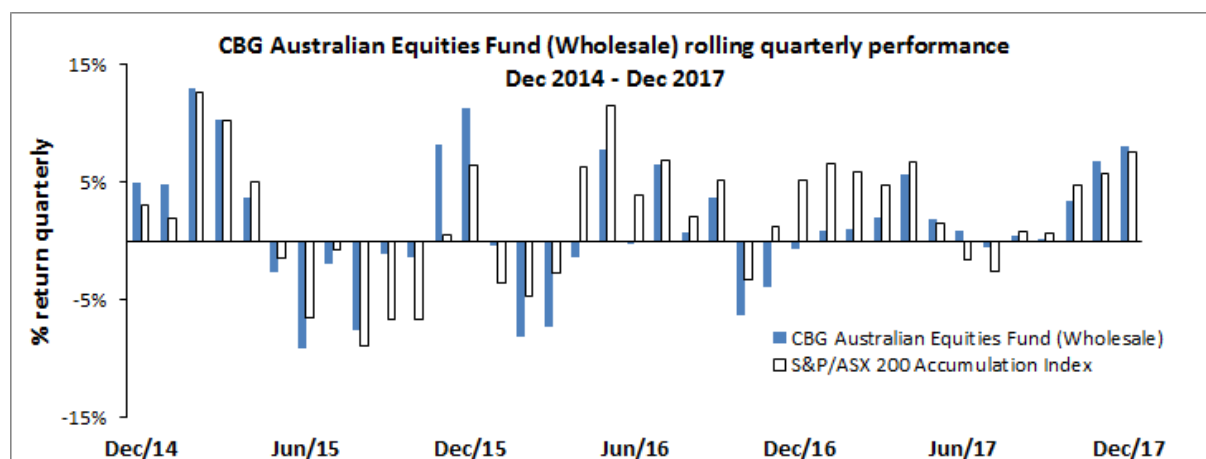
CBG Fund details provided to the Company as at 31 December 2017 are as follows:

- The equity weighting was 97.25% (December 2016: 83.65%);
- 81.64% of the equity portfolio is invested in companies contained within the S&P / ASX 200 Index (December 2016: 88.14%) with the balance of 18.36% invested in companies outside of the S&P / ASX 200 Index (December 2016: 17.86%); and
- The equity portfolio contained 43 holdings (December 2016: 47 holdings).

CBG Fund Returns To: 31 December 2017	1mth (%)	3mths (%)	6mths (%)	1yr (%)	2yrs (% p.a.)	3yrs (% p.a.)	Since Inception (% p.a.)
CBG Fund	2.5%	8.0%	8.2%	11.2%	3.0%	5.4%	9.3%
ASX / S&P 200 Accumulation Index	1.8%	7.6%	8.4%	11.8%	11.8%	7.9%	8.5%

The monthly performance of the CBG Fund for January 2018 was +1.1% compared with its benchmark performance (S&P / ASX 200 Accumulation Index) of -0.4%.

CBG Fund Returns To: 31 January 2018	1mth (%)	3mths (%)	6mths (%)	1yr (%)	2yrs (% p.a.)	3yrs (% p.a.)	Since Inception (% p.a.)
CBG Fund	1.1%	5.6%	9.2%	14.8%	6.8%	4.5%	9.3%
ASX / S&P 200 Accumulation Index	-0.4%	3.0%	7.9%	12.2%	14.7%	7.3%	8.4%



Source: CBG Asset Management Limited

Notes:

- Shows the net return of the fund over the preceding 3 months for each quarter, compared with that of the benchmark ASX / S&P 200 Accumulation Index.
- The information in the table is historical and the past performance of the CBG Australian Equities Fund (Wholesale) is not a reliable predictor of the future performance of such fund; CBG have not made any representation to the Company that it will achieve any specific future rate of return on the fund.

DIRECTORS' REPORT

CBG Fund Top 20 Holdings				
ASX Code	Asset Name	Fund Weight 31-Dec-17	CBG Fund Sector Weights	Fund Weight 31-Dec-17
CBA	COMMONWEALTH BANK OF AUSTRALIA	10.5%	Financials	29.2%
BHP	BHP BILLITON LIMITED	6.9%	Materials	21.6%
CSL	CSL LIMITED	6.0%	Information Technology	10.7%
NAB	NATIONAL AUSTRALIA BANK LIMITED	5.0%	Health Care	9.6%
BLD	BORAL LTD	4.5%	Industrials	9.1%
JHG	JANUS HENDERSON GROUP PLC	4.4%	Consumer Discretionary	6.4%
LNK	LINK ADMINISTRATION HOLDINGS	4.2%	Real Estate	4.7%
SDA	SPEEDCAST INTERNATIONAL LIMITED	3.9%	Telecommunication Services	3.9%
WBC	WESTPAC BANKING CORPORATION	3.9%	Cash / Hybrids / Fixed Interest	2.7%
RIO	RIO TINTO LIMITED	3.4%	Energy	1.2%
JHX	JAMES HARDIE INDUSTRIES PLC	3.2%	Consumer Staples	1.0%
LLC	LENDLEASE GROUP	2.9%		
BXB	BRAMBLES LIMITED	2.8%		
WEB	WEBJET LIMITED	2.6%		
MQA	MACQUARIE ATLAS ROADS GROUP	2.6%		
TCL	TRANSURBAN GROUP	2.4%		
HUB	HUB24 LTD	2.2%		
LOV	LOVISA HOLDINGS LIMITED	2.0%		
BVS	BRAVURA SOLUTIONS LIMITED	2.0%		
RHC	RAMSAY HEALTH CARE LIMITED	1.9%		

Software, Internet and Applications Development

Bentley has a technology operation involved in software, Internet and applications development, which provides exposure to the Internet and social media applications as a potentially valuable investment and / or income generating opportunity.

A review of this operation is currently underway to determine the best manner in which to realise value from the investment to date and any value from possible future activity.

DIRECTORS' REPORT

CBG Fund Top 20 Holdings				
ASX Code	Asset Name	Fund Weight 31-Dec-17	CBG Fund Sector Weights	Fund Weight 31-Dec-17
CBA	COMMONWEALTH BANK OF AUSTRALIA	10.5%	Financials	29.2%
BHP	BHP BILLITON LIMITED	6.9%	Materials	21.6%
CSL	CSL LIMITED	6.0%	Information Technology	10.7%
NAB	NATIONAL AUSTRALIA BANK LIMITED	5.0%	Health Care	9.6%
BLD	BORAL LTD	4.5%	Industrials	9.1%
JHG	JANUS HENDERSON GROUP PLC	4.4%	Consumer Discretionary	6.4%
LNK	LINK ADMINISTRATION HOLDINGS	4.2%	Real Estate	4.7%
SDA	SPEEDCAST INTERNATIONAL LIMITED	3.9%	Telecommunication Services	3.9%
WBC	WESTPAC BANKING CORPORATION	3.9%	Cash / Hybrids / Fixed Interest	2.7%
RIO	RIO TINTO LIMITED	3.4%	Energy	1.2%
JHX	JAMES HARDIE INDUSTRIES PLC	3.2%	Consumer Staples	1.0%
LLC	LENDLEASE GROUP	2.9%		
BXB	BRAMBLES LIMITED	2.8%		
WEB	WEBJET LIMITED	2.6%		
MQA	MACQUARIE ATLAS ROADS GROUP	2.6%		
TCL	TRANSURBAN GROUP	2.4%		
HUB	HUB24 LTD	2.2%		
LOV	LOVISA HOLDINGS LIMITED	2.0%		
BVS	BRAVURA SOLUTIONS LIMITED	2.0%		
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Software, Internet and Applications Development

Bentley has a technology operation involved in software, Internet and applications development, which provides exposure to the Internet and social media applications as a potentially valuable investment and / or income generating opportunity.

A review of this operation is currently underway to determine the best manner in which to realise value from the investment to date and any value from possible future activity.

DIRECTORS' REPORT

DIRECTORS

Directors in office during or since the financial half year are as follows:

FAROOQ KHAN	Chairman
<i>Appointed</i>	Director since 2 December 2003; Chairman since 10 February 2004
<i>Qualifications</i>	BJuris, LLB (<i>Western Australia</i>)
<i>Experience</i>	Mr Khan is a qualified lawyer having previously practised principally in the field of corporate law. Mr Khan has extensive experience in the securities industry, capital markets and the executive management of ASX-listed companies. In particular, Mr Khan has guided the establishment and growth of a number of public listed companies in the investment, mining and financial services sector. He has considerable experience in the fields of capital raisings, mergers and acquisitions and investments.
<i>Relevant interest in shares</i>	11,717,586 ¹⁶
<i>Special Responsibilities</i>	Chairman of the Board and Investment Committee
<i>Other current directorships in listed entities</i>	(1) Executive Chairman and Managing Director of Queste Communications Ltd (ASX: QUE) (since 10 March 1998) (2) Executive Chairman of Orion Equities Limited (ASX: OEQ) (since 23 October 2006) (3) Chairman (appointed 18 December 2015) of Strike Resources Limited (ASX: SRK) (Director since 1 October 2015) ¹⁷
<i>Former directorships in other listed entities in past 3 years</i>	Nil

WILLIAM M. JOHNSON	Executive Director
<i>Appointed</i>	Director since 13 March 2009; Executive Director since 1 January 2016
<i>Qualifications</i>	MA (Oxon), MBA
<i>Experience</i>	Mr Johnson holds a Masters degree in engineering science from Oxford University, England and an MBA from Victoria University, New Zealand. His 30-year business career spans multiple industries and countries, with executive/CEO experience in oil and gas exploration (North Africa and Australia), mineral exploration and investment (Australia, Peru, Chile, Saudi Arabia, Oman and Indonesia), telecommunications infrastructure investment (New Zealand, India, Thailand and Malaysia) and information technology and Internet ventures (New Zealand, Philippines and Australia). Mr Johnson is a highly-experienced public company director and has considerable depth of experience in business strategy, investment analysis, finance and execution.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	Member of the Investment, Audit and Remuneration Committees
<i>Other current directorships in listed entities</i>	(1) Managing Director of Strike Resources Limited (ASX: SRK) (since 25 March 2013; Director since 14 July 2006) (2) Director of Keybridge Capital Limited (ASX: KBC) (since 29 July 2016) ¹⁸
<i>Former directorships in other listed entities in past 3 years</i>	Nil

¹⁶ Refer Bentley's ASX Announcements dated [22 March 2017: Change of Director's Interest Notice](#) and dated [22 March 2017: Notice of Initial Substantial Holder in BEL](#)

¹⁷ Refer SRK's ASX announcement dated [18 December 2015: Change of Chairman](#)

¹⁸ Refer KBC's ASX announcement dated [29 July 2016: Results of General Meeting and Board Changes](#).

DIRECTORS' REPORT

SIMON K. CATO	Non-Executive Director
<i>Appointed</i>	7 January 2015
<i>Qualifications</i>	B.A. (Sydney)
<i>Experience</i>	Mr Cato has had over 30 years' capital markets experience in broking, regulatory roles and as a director of listed companies. He was initially employed by the ASX in Sydney and then in Perth. From 1991 until 2006 he was an executive director and / or responsible executive of three stockbroking firms and in those roles he has been involved in many aspects of broking including management issues such as credit control and reporting to regulatory bodies in the securities industry. As a broker he was also involved in the underwriting of a number of IPO's and has been through the process of IPO listing in the dual role of broker and director. Currently he holds a number of non-executive roles with other listed companies in Australia.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	Chairman of the Audit and Remuneration Committees
<i>Other current directorships in listed entities</i>	(1) Non-Executive Chairman of Advanced Share Registry Limited (ASX: ASW) (since 22 August 2007) (2) Non-Executive Director of Greenland Minerals and Energy Limited (ASX: GGG) (since 21 February 2006) (3) Non-Executive Director of Keybridge Capital Limited (ASX: KBC) (since 29 July 2016)
<i>Former directorships in other listed entities in past 3 years</i>	Nil

COMPANY SECRETARY

VICTOR P. H. HO	Company Secretary
<i>Appointed</i>	5 February 2004
<i>Qualifications</i>	BCom, LLB (Western Australia), CTA
<i>Experience</i>	Mr Ho has been in Executive roles with a number of ASX listed companies across the investments, resources and technology sectors over the past 18+ years. Mr Ho is a Chartered Tax Adviser (CTA) and previously had 9 years' experience in the taxation profession with the Australian Tax Office (ATO) and in a specialist tax law firm. Mr Ho has been actively involved in the structuring and execution of a number of corporate, M&A and international joint venture (in South America, Indonesia and the Middle East) transactions, capital raisings and capital management initiatives and has extensive experience in public company administration, corporations' law and stock exchange compliance and investor / shareholder relations.
<i>Special Responsibilities</i>	Member of the Investment Committee and Secretary of the Audit and Remuneration Committees
<i>Relevant interest in shares</i>	50,000 ordinary shares (held indirectly)
<i>Other positions held in listed entities</i>	Executive Director and Company Secretary of: (1) Orion Equities Limited (ASX: OEQ) (Secretary since 2 August 2000 and Director since 4 July 2003) (2) Queste Communications Ltd (ASX: QUE) (Secretary since 30 August 2000 and Director since 3 April 2013) (3) Strike Resources Limited (ASX: SRK) (Director since 24 January 2014 and Secretary since 1 October 2015) Company Secretary of Keybridge Capital Limited (ASX: KBC) (since 13 October 2016)
<i>Former position in other listed entities in past 3 years</i>	Company Secretary of Alara Resources Limited (ASX: AUQ) (4 April 2007 to 31 August 2015)

DIRECTORS' REPORT

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 forms part of this Directors Report and is set out on page 16. This relates to the Auditor's Independent Review Report, where the Auditors state that they have issued an independence declaration.

Signed for and on behalf of the Directors in accordance with a resolution of the Board,



Farooq Khan
Chairman



Simon Cato
Non-Executive Director and
Chairman of the Audit Committee

28 February 2018



Level 1, Lincoln House, 4 Ventnor Avenue, West Perth WA 6005
P.O. Box 8716, Perth Business Centre WA 6849
Phone 9486 7094 www.rothsayresources.com.au

The Directors
Bentley Capital Limited
Level 2 23 Ventnor Ave
West Perth WA 6005

Dear Sirs

In accordance with Section 307C of the Corporations Act 2001 (the "Act") I hereby declare that to the best of my knowledge and belief there have been:

- i) no contraventions of the auditor independence requirements of the Act in relation to the audit review of the 31 December 2017 interim financial statements; and
- ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Graham Swan FCA (Lead auditor)

Rothsay Auditing

Dated 28 February 2018



Chartered Accountants

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the half year ended 31 December 2017

	Note	31 Dec 17	31 Dec 16
		\$	\$
REVENUE			
Investment	2		
Dividend revenue		169,487	33,561
Interest revenue		2,428	12,611
Other			
Net gain on financial assets at fair value through profit or loss		1,573,075	-
Share of Associate entity's profit		27,178	-
Other income		9,442	10,240
TOTAL REVENUE AND INCOME		1,781,610	56,412
EXPENSES	3		
Net loss on financial assets at fair value through profit or loss		-	(644,819)
Provision for doubtful debt reversal - convertible note		22,774	-
Software development expenses		(480,138)	(789,495)
Investment expenses		(12,423)	(18,536)
Occupancy expenses		(27,213)	(20,193)
Corporate expenses		(44,461)	(50,142)
Finance expenses		(1,641)	(3,080)
Administration expenses		(345,065)	(356,037)
PROFIT/(LOSS) BEFORE INCOME TAX		893,443	(1,825,890)
Income tax expense		-	-
PROFIT/(LOSS) FOR THE HALF YEAR		893,443	(1,825,890)
OTHER COMPREHENSIVE INCOME			
Other Comprehensive Income, Net of Tax		-	-
TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE HALF YEAR		893,443	(1,825,890)
EARNINGS/(LOSS) PER SHARE FOR PROFIT/(LOSS) ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY:			
Basic and diluted earnings/(loss) per share (cents)	5	1.17	(1.93)

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2017

	Note	31 Dec 17 \$	30 Jun 17 \$
CURRENT ASSETS			
Cash and cash equivalents		1,442,814	568,422
Financial assets at fair value through profit or loss	6	3,827,789	5,141,987
Non-current asset held for sale	7	3,153,209	2,207,246
Receivables		68,493	185,984
Other current assets		11,964	3,649
TOTAL CURRENT ASSETS		8,504,269	8,107,288
NON-CURRENT ASSETS			
Receivables		10,113	10,113
Investment in Associate entity	10	3,852,370	3,825,192
Intangible assets		383,082	207,345
Property, plant and equipment		10,286	11,754
Deferred tax asset		-	9,015
TOTAL NON-CURRENT ASSETS		4,255,851	4,063,419
TOTAL ASSETS		12,760,120	12,170,707
CURRENT LIABILITIES			
Payables		108,885	29,258
Provisions		186,368	180,370
TOTAL CURRENT LIABILITIES		295,253	209,628
NON-CURRENT LIABILITIES			
Deferred tax liability		-	9,015
TOTAL NON-CURRENT LIABILITIES		-	9,015
TOTAL LIABILITIES		295,253	218,643
NET ASSETS		12,464,867	11,952,064
EQUITY			
Issued capital		19,477,385	19,477,385
Profits reserve		4,057,662	2,790,918
Accumulated losses		(11,070,180)	(10,316,239)
TOTAL EQUITY		12,464,867	11,952,064

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the half year ended 31 December 2017

	Note	Issued capital \$	Profits reserve \$	Accumulated losses \$	Total \$
BALANCE AT 1 JULY 2016		19,378,595	3,520,118	(6,610,992)	16,287,721
Loss for the half year		-	-	(1,825,890)	(1,825,890)
Profits reserve transfer		-	26,732	(26,732)	-
Other comprehensive income		-	-	367,874	367,874
Total comprehensive income for the half year		-	26,732	(1,484,748)	(1,458,016)
Transactions with owners in their capacity as owners:					
Shares issued under dividend reinvestment plan	9	50,131	-	-	50,131
Dividends paid	9	-	(377,070)	-	(377,070)
BALANCE AT 31 DECEMBER 2016		19,428,726	3,169,780	(8,095,740)	14,502,766
BALANCE AT 1 JULY 2017		19,477,385	2,790,918	(10,316,239)	11,952,064
Profit for the half year		-	-	893,443	893,443
Profits reserve transfer		-	1,647,384	(1,647,384)	-
Other comprehensive income		-	-	-	-
Total comprehensive income for the half year		-	1,647,384	(753,941)	893,443
Transactions with owners in their capacity as owners:					
Dividends paid	9	-	(380,640)	-	(380,640)
BALANCE AT 31 DECEMBER 2017		19,477,385	4,057,662	(11,070,180)	12,464,867

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

for the half year ended 31 December 2017

	31 Dec 17	31 Dec 16
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Dividends received	273,149	33,561
Interest received	2,428	8,204
Other income received	25,402	44,981
Payments to suppliers and employees	(785,697)	(933,145)
Sale/Redemption of financial assets at fair value through profit or loss	2,620,521	4,807,181
Purchase of financial assets at fair value through profit or loss	(656,437)	(2,989,308)
NET CASH PROVIDED BY OPERATING ACTIVITIES	1,479,366	971,474
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for intangible assets	(235,760)	(77,934)
Purchase of plant and equipment	(728)	-
NET CASH USED IN INVESTING ACTIVITIES	(236,488)	(77,934)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid	(368,486)	(322,243)
Return of capital	-	(60)
NET CASH USED IN FINANCING ACTIVITIES	(368,486)	(322,303)
NET INCREASE IN CASH HELD	874,392	571,237
Cash and cash equivalents at beginning of financial year	568,422	1,344,723
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL HALF YEAR	1,442,814	1,915,960

The accompanying notes form part of these consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2017

1. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The half year financial statements are a general purpose financial report prepared in accordance with the Corporations Act 2001 and AASB 134 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'. These half year financial statements do not include notes of the type normally included in the annual financial statements and should be read in conjunction with the most recent annual financial statements and the Company's ASX announcements released from 1 July 2017 to the date of this report.

Basis of Preparation

The financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of the half year financial statements are consistent with those adopted and disclosed in the Consolidated Entity's financial statements for the financial year ended 30 June 2017.

2. REVENUE

The consolidated profit/(loss) before income tax includes the following items of revenue:

Investment

Dividend revenue	169,487	33,561
Interest revenue	2,428	12,611
	<u>171,915</u>	<u>46,172</u>

Other

Net gain on financial assets at fair value through profit or loss	1,573,075	-
Share of Associate entity's profit	27,178	-
Other income	9,442	10,240
	<u>1,781,610</u>	<u>56,412</u>

3. EXPENSES

The consolidated profit/(loss) before income tax includes the following items of expenses:

Net loss on financial assets at fair value through profit or loss	-	644,819
Provision for doubtful debt reversal - convertible note	(22,774)	-
Software development expenses		
Write-off of software development costs	38,879	352,813
Amortisation of software development assets	21,145	33,925
Other software development expenses	420,114	402,757

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2017

3. EXPENSES (continued)

	31 Dec 17	31 Dec 16
	\$	\$
Investment expenses		
Management fees	-	1,261
Brokers' fees	5,371	10,168
Subscriptions	7,052	6,818
Other investment expenses	-	289
Occupancy expenses	27,213	20,193
Corporate expenses		
ASX fees	32,037	32,912
Share registry	9,941	13,377
Other corporate expenses	2,483	3,853
Finance expenses	1,641	3,080
Administration expenses		
Salaries, fees and employee benefits	177,652	178,298
Accounting, taxation and related administration	77,243	69,579
Office administration	49,221	58,513
Audit	7,150	7,150
Legal fees	2,710	18,408
Travel, accommodation and incidentals	2,687	5,498
Insurance	8,906	7,527
Depreciation	2,196	2,919
Other administration expenses	17,300	8,145
	888,167	1,882,302

4. SEGMENT INFORMATION

		Software		
31 Dec 17	Investments	development	Corporate	Total
Segment revenues	\$	\$	\$	\$
Revenue	171,915	-	-	171,915
Net gain on financial assets at fair value through profit or loss	1,573,075	-	-	1,573,075
Other	27,178	6,506	2,936	36,620
Total segment revenues	1,772,168	6,506	2,936	1,781,610
Software development expenses	-	480,747	-	480,747
Investment expenses	12,423	-	-	12,423
Administration expenses	-	-	320,094	320,094
Other expenses	-	1,608	73,293	74,901
Total segment profit/(loss)	1,759,745	(475,849)	(390,451)	893,445

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2017

4. SEGMENT INFORMATION (continued)

	Software			
	Investments	development	Corporate	Total
	\$	\$	\$	\$
Segment assets				
Cash and cash equivalents	1,200,596	-	242,218	1,442,814
Financial assets	3,805,015	-	22,774	3,827,789
Investment in Associate entity	3,852,370	-	-	3,852,370
Non-current asset held for sale	3,153,210	-	-	3,153,210
Intangible assets	-	383,082	-	383,082
Other assets	-	5,214	95,642	100,856
Total segment assets	12,011,191	388,296	360,634	12,760,121
31 Dec 16				
Segment revenues				
Revenue	46,172	-	-	46,172
Other	-	10,068	172	10,240
Total segment revenues	46,172	10,068	172	56,412
Net loss on financial assets at fair value through profit or loss	644,819	-	-	644,819
Software development expenses	-	747,514	3,675	751,189
Investment expenses	18,197	-	-	18,197
Administration expenses	-	-	393,351	393,351
Other expenses	-	2,386	72,360	74,746
Total segment loss	(616,844)	(739,832)	(469,214)	(1,825,890)
30 Jun 17				
Segment assets				
Cash and cash equivalents	57,736	-	510,686	568,422
Financial assets	5,141,987	-	-	5,141,987
Investment in Associate entity	3,825,192	-	-	3,825,192
Non-current asset held for sale	2,207,247	-	-	2,207,247
Intangible assets	-	207,345	-	207,345
Other assets	-	6,823	213,691	220,514
Total segment assets	11,232,162	214,168	724,377	12,170,707

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2017

5. EARNINGS/(LOSS) PER SHARE	31 Dec 17	31 Dec 16
	cents	cents
Basic and diluted earnings/(loss) per share	1.17	(1.93)
The following represents the profit/(loss) and weighted average number of shares used in the EPS calculations:	31 Dec 17	31 Dec 16
	\$	\$
Net profit/(loss) after income tax	893,443	(1,458,016)
	Shares	Shares
Weighted average number of ordinary shares	76,127,918	75,597,771

The Consolidated Entity has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic earnings/(loss) per share.

6. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	31 Dec 17	30 Jun 17
Current	\$	\$
Listed investments at fair value	806,956	1,187,284
Units in unlisted CBG Australian Equities Fund (Wholesale) (CBG Fund)	3,020,833	3,954,703
	3,827,789	5,141,987

7. NON-CURRENT ASSET HELD FOR SALE

Cost of investment	2,890,442	2,890,442
Revaluation gain/(loss)	262,767	(683,196)
Investment at fair value	3,153,209	2,207,246

8. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Fair value hierarchy

The following tables present the Consolidated Entity's financial assets and liabilities measured and recognised at fair value at 31 December 2017 categorised by the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 Dec 17

Financial assets at fair value through profit or loss:	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Listed investments at fair value	806,956	-	-	806,956
Units in unlisted CBG Fund	-	3,020,833	-	3,020,833
Non-current asset held for sale	3,153,209	-	-	3,153,209
	3,960,165	3,020,833	-	6,980,998

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2017

8. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

30 Jun 17

Financial assets at fair value through profit or loss:	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Listed investments at fair value	1,187,284	-	-	1,187,284
Units in unlisted CBG Fund	-	3,954,703	-	3,954,703
Non-current asset held for sale	2,207,246	-	-	2,207,246
	3,394,530	3,954,703	-	7,349,233

There have been no transfers between the levels of the fair value hierarchy during the financial half year.

(a) Valuation techniques

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques such as the use of quoted market prices or dealer quotes for similar instruments. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

The fair value of the unlisted units in the CBG Fund is determined from unit price information provided by the investment manager, CBG Asset Management Limited, and as such, this financial instrument is included in Level 2.

(b) Level 3 fair value measurements

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. Investments in unlisted shares are considered Level 3 investments as their fair value is unable to be derived from market data. The Directors assess the fair value of these investments based on information obtained from the companies directly.

Unobservable inputs such as earnings growth in respect of unlisted securities are estimated based on market information for similar type of companies. At balance date the investment in unlisted shares has been fully impaired.

(c) Fair values of other financial instruments

	Note	31 Dec 17 \$	30 Jun 17 \$
Financial assets			
Cash and cash equivalents		1,442,814	568,422
Receivables		68,493	185,984
		1,511,307	754,406
Financial liabilities			
Payables		(108,885)	(29,258)

Due to their short-term nature, the carrying amounts of cash, current receivables and current payables is assumed to approximate their fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2017

9. DIVIDENDS

		31 Dec 17	31 Dec 16
Dividends paid during the financial half year:	Paid On	\$	\$
0.50 cent per share fully franked dividend	29-Sep-16	-	377,070
0.50 cent per share fully franked dividend	31-Aug-17	380,640	-
		380,640	377,070

Dividends paid in cash or satisfied by issue of shares under DRP were as follows:

Paid in cash	380,640	326,939
Satisfied by issue of shares under DRP	-	50,131
	380,640	377,070

Pursuant to the Company's new DRP Rules (announced on 1 August 2017), the Company acquired 243,130 shares on-market this financial half year to satisfy its obligations to the participants under the DRP.

Franking credits available for subsequent periods based on a tax rate of 27.5% (31 Dec 16: 30%)

1,371,517	1,648,174
------------------	------------------

The above amounts represent the balance of the franking account as at the end of the reporting period, adjusted for:

- (a) Franking credits that will arise from the receipt of dividends recognised as receivables at balance date;
- (b) Franking credits that will arise from the payment of the amount of the provision for income tax; and
- (c) Franking debits that will arise from the payment of dividends recognised as a liability at balance date.

The franking credits attributable to the Consolidated Entity include franking credits that would be available to the parent entity if distributable profits of subsidiaries were paid as dividends.

10. INVESTMENT IN ASSOCIATE ENTITY

	Ownership Interest		31 Dec 17	30 Jun 17
	31 Dec 17	30 Jun 17	\$	\$
Keybridge Capital Limited (ASX:KBC)	20.05%	19.96%	3,852,370	3,825,192
			3,852,370	3,825,192

Reconciliation of carrying amount:

Opening Balance	3,825,192	2,790,238
Change of classification to Non-current asset held for sale (Note 7)	-	(2,890,442)
Reversal of prior year share of net loss after tax	-	100,204
Recognition of Keybridge as an Associate entity - at cost	-	5,299,513
Share of net profit/(loss) after tax	27,178	(1,474,321)
Carrying amount on investment in Associate entities	3,852,370	3,825,192

Fair value (at market price on ASX) of listed investments in Associate entity
Net asset value of investment

2,948,100	2,948,100
4,597,186	4,730,015

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2017

10. INVESTMENT IN ASSOCIATE ENTITY (continued)

	31 Dec 17	30 Jun 17
	\$	\$
Summarised statement of profit or loss and other comprehensive income		
Revenue	1,944,587	3,482,482
Expenses	(1,811,900)	(9,928,755)
Loss before income tax	132,687	(6,446,273)
Income tax expense	-	-
Loss after income tax	132,687	(6,446,273)
Other comprehensive income	-	-
Total comprehensive income	132,687	(6,446,273)
 Summarised statement of financial position		
Current assets	12,203,028	13,777,653
Non-current assets	14,978,364	14,421,284
Total assets	27,181,392	28,198,937
Current liabilities	185,341	360,080
Non-current liabilities	4,070,968	4,141,385
Total liabilities	4,256,309	4,501,465
Net assets	22,925,083	23,697,472

11. CONTINGENCIES

The Consolidated Entity does not have any contingent assets or liabilities.

12. EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (a) Subsequent to the balance date (and to 23 February 2018), the Consolidated Entity
 - (i) Realised \$0.1 million from the sale of listed securities; and
 - (ii) Invested a further \$1.8 million in listed securities.
- (b) On 4 January 2018, the Directors declared payment of a 0.5 cent per share fully-franked dividend. The record date for determining entitlements was 12 January 2018 with payment effected on 25 January 2018. The Company's DRP applied to this dividend - the DRP issue price of \$0.1225 was set at a 2.5% discount to the Company's volume weighted average price on ASX in the 5 day period up to and including the dividend record date. Pursuant to the Company's new DRP Rules (announced on 1 August 2017), the Company acquired 222,650 shares on-market to satisfy its obligations to the participants under the DRP.

No other matter or circumstance has arisen since the end of the financial half year that significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Bentley Capital Limited made pursuant to sub-section 303(5) of the *Corporations Act 2001*, we state that:

In the opinion of the Directors:

- (1) The financial statements and notes of the Consolidated Entity are in accordance with the *Corporations Act 2001*, including:
 - (a) giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2017 and of its performance for the half year ended on that date; and
 - (b) complying with Accounting Standards AASB 134 "Interim Financial Reporting", *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
- (2) There are reasonable grounds to believe that the Consolidated Entity will be able to pay its debts as and when they become due and payable.

On behalf of the Board,



Farooq Khan
Chairman



Simon Cato
Non-Executive Director and
Chairman of the Audit Committee

28 February 2018



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Independent Review Report to the Members of Bentley Capital Limited

The financial report and directors' responsibility

The interim consolidated financial report comprises the statement of financial position, statement of comprehensive income, statement of changes in equity, cashflow statement, accompanying notes to the financial statements, and the directors' declaration for Bentley Capital Limited for the half-year ended 31 December 2017.

The Company's directors are responsible for the preparation and fair presentation of the consolidated financial report in accordance with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

Review approach

We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of an Interim Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the interim consolidated financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated financial position as at 31 December 2017 and the performance for the half year ended on that date; and complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As auditor of Bentley Capital Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of an interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

Independence

In conducting our review we have complied with the independence requirements of the *Corporations Act 2001*.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the interim consolidated financial report of Bentley Capital Limited is not in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the consolidated financial position as at 31 December 2017 and of the performance for the half-year ended on that date; and
- complying with Australian Accounting Standard AASB134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Rothsay Auditing

Graham Swan FCA
Partner

Dated 28 February 2018



Chartered Accountants

SECURITIES INFORMATION

as at 31 December 2017

DISTRIBUTION OF LISTED ORDINARY SHARES

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	1,000	241	119,445	0.157 %
1,001	-	5,000	590	1,811,050	2.379 %
5,001	-	10,000	337	2,452,068	3.221 %
10,001	-	100,000	475	13,161,317	17.288 %
100,001	-	and over	81	58,584,038	76.955 %
TOTAL			1,724	76,127,918	100 %

UNMARKETABLE PARCELS

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	3,703	725	1,441,205	1.893 %
3,704	-	over	999	74,686,713	98.107 %
TOTAL			1,724	76,127,918	100 %

An unmarketable parcel is considered, for the purposes of the above table, to be a shareholding of 3,703 shares or less, being a value of \$500 or less in total, based upon the Company's last sale price on ASX as at 31 December 2017 of \$0.11 per share.

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholders	Registered Shareholder	Total Number of Shares Held	% Voting Power
Queste Communications Ltd (ASX:QUE)	QUE	1,300,000	28.66% ⁽¹⁾
	OEQ	20,513,783	
Mr Azhar Chaudhri, Renmuir Holdings Limited and Chi Tung Investments Ltd	QUE	1,300,000	28.66% ⁽²⁾
	OEQ	20,513,783	
Orion Equities Limited (ASX:OEQ)	OEQ	20,513,783	26.95%
Farooq Khan	Farooq Khan	11,717,586	15.39% ⁽³⁾
Charles W Rockefeller Pty Ltd	Charles W Rockefeller Pty Ltd	4,042,232	5.31% ⁽⁴⁾

Notes:

- (1) Based on the [substantial shareholding notice filed by QUE dated 7 June 2016](#) (updated to reflect current percentage voting power)
- (2) Based on the [substantial shareholding notice filed by Azhar Chaudhri dated 2 May 2012](#) (updated to reflect current registered shareholdings and percentage voting power)
- (3) Based on the [initial substantial shareholding notice filed by Farooq Khan dated 22 March 2017](#) (updated to reflect current percentage voting power)
- (4) Based on the [initial substantial shareholding notice filed by Charles W Rockefeller Pty Ltd dated 4 October 2016](#) (updated to reflect current registered shareholdings and percentage voting power).

SECURITIES INFORMATION

as at 31 December 2017

TOP TWENTY ORDINARY FULLY PAID SHAREHOLDERS

Rank	Shareholder	Total Shares Held	% Issued Capital
1	ORION EQUITIES LIMITED	20,513,783	26.95%
2	MR FAROOQ KHAN	11,717,586	15.39%
3	CHARLES W ROCKEFELLER PTY LTD	4,042,232	5.31%
4	MR COLIN JOHN VAUGHAN & MRS ROBIN VAUGHAN	1,662,478	2.18%
5	MR JOHN ROBERT DILLON	1,489,019	1.96%
6	QUESTE COMMUNICATIONS LIMITED	1,300,000	1.71%
7	TADMARO PTY LIMITED	935,599	1.23%
8	MR MICHAEL JOHN BLAYNEY	737,409	0.97%
9	AVANTEOS INVESTMENTS LIMITED	672,999	0.88%
10	MR GABRIEL BERGER	606,759	0.80%
11	INGARSBY PTY LTD	575,000	0.76%
12	BOND STREET CUSTODIANS LIMITED	559,648	0.74%
13	MR EMIDIO MASI	530,000	0.70%
14	MR JINXIANG LU	517,581	0.68%
15	MR REGAN CHERITON & MS PAULA JOAN O'TOOLE	500,000	0.66%
16	MR PAUL GERARD GRAFEN	466,017	0.61%
17	MR JOHN STEPHEN CALVERT	463,213	0.60%
18	MR PHILIP DAVID PENNY & MRS GWYNELL RAE PENNY	431,055	0.57%
19	MCMASTER NOMINEES PTY LTD	400,000	0.53%
20	MR GARRY GLEN BATTERSHELL & MRS DENISE BATTERSHELL	353,299	0.46%
TOTAL		48,473,677	63.69%