

Form **604**
Corporations Act
671B

Notice of change in interests of substantial holder

To: Company Name/Scheme: BENTLEY CAPITAL LIMITED (BEL)

ABN 87 008 108 218

1. Details of substantial holder⁽¹⁾

	name	Data Base Systems Limited (DBS)	Ambreen Chaudhri
	ACN/ARSN (if applicable)	(Incorporated under the laws of Malaysia)	
	There was a change in the interests of the substantial holder on	7 April 2011	
	The previous notice was given to the company on	8 April 2011	
	The previous notice was dated	8 April 2011	

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	13,421,544	18.487% *	35,675,952	49.141%
Based on BEL's total issued capital (shares)	72,598,802		72,598,802	

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
				Ordinary Shares	
7 April 2011	The parties named in (1)	Pursuant to section 12(2)(c) of the Corporations Act pursuant to decision of the Takeovers Panel	-	22,254,408	22,254,408

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 ⁽⁶⁾	Class and number of securities	Person's votes
				Ordinary Shares	
The parties named in (1)	DBS	DBS	DBS is the legal, beneficial and registered holder of shares in BEL	13,421,544	13,421,544
	DBS	DBS	AMBREEN CHAUDHRI is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which DBS has a relevant interest (by reason of Ambreen Chaudhri having control of DBS).		
	QUE	QUE	QUE is the legal, beneficial and registered holder of shares in BEL; Pursuant to decision of the Takeovers Panel, AMBREEN CHAUDHRI and AZHAR CHAUDHRI are associates in relation to the affairs of QUE; Therefore, AMBREEN CHAUDHRI has voting power in the QUE shares in which AZHAR CHAUDHRI has a relevant interest and thereby, AMBREEN CHAUDHRI is 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	1,740,625	1,740,625
	OEQ	OEQ	OEQ is the legal, beneficial and registered holder of shares in BEL; QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control of OEQ	20,513,783	20,513,783
TOTAL				35,675,952	35,675,952

NOTES:

FAROOQ KHAN'S relevant interest in BEL are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
FAROOQ KHAN and ISLAND	OEQ	OEQ	Pursuant to section 608(3)(a) of the Corporations Act	20,513,783	20,513,783
	QUE	QUE	Pursuant to section 608(3)(a) of the Corporations Act	1,740,625	1,740,625
TOTAL				22,254,408	22,254,408

AZHAR CHAUDHRI'S relevant interest in BEL are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Nature of relevant interest ⁽⁶⁾	Class and number of securities	Person's votes
				Ordinary Shares	
AZHAR CHAUDHRI	QUE	QUE	QUE is the legal, beneficial and registered holder of shares in BEL; Pursuant to decision of the Takeovers Panel, AMBREEN CHAUDHRI and AZHAR CHAUDHRI are associates in relation to the affairs of QUE; Therefore, AZHAR CHAUDHRI has voting power in the QUE shares in which AMBREEN CHAUDHRI has a relevant interest and thereby, AZHAR CHAUDHRI is 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	1,740,625	1,740,625
	OEQ	OEQ	OEQ is the legal, beneficial and registered holder of shares in BEL; QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control of OEQ	20,513,783	20,513,783
TOTAL				22,254,408	22,254,408

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
AMBREEN CHAUDHRI, FAROOQ KHAN and DBS	Pursuant to section 12(2)(c) of the Corporations Act pursuant to decision of the Takeovers Panel in relation to the affairs of BEL
AMBREEN CHAUDHRI and AZHAR CHAUDHRI	Pursuant to section 12(2)(c) of the Corporations Act pursuant to decision of the Takeovers Panel in relation to the affairs of QUE

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
AMBREEN CHAUDHRI	175A Sarwar Road, Rawalpindi, PAKISTAN
DBS	Tiara Labuan, Jalan Tanjung Batu, 87000, F.T. Labuan, MALAYSIA
AZHAR CHAUDHRI	175A Sarwar Road, Rawalpindi, PAKISTAN
FAROOQ KHAN	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia, 6000
ISLAND AUSTRALIA PTY LTD A.C.N. 073 447 300 (ISLAND)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
QUESTE COMMUNICATIONS LTD A.C.N. 081 688 164 (QUE)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
ORION EQUITIES LIMITED A.C.N. 000 742 843 (OEQ)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

Signature

sign here



capacity Director of DBS and Personally

print name Ambreen Chaudhri

date 12 July 2011

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".

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⁽⁹⁾ Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.