


BIDTIMES PLC
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
28 FEBRUARY 2005

Bidtimes Plc

Financial statements

For the year ended 28 February 2005

Grant Thornton 

Company no. 3934451

Company information

Registration number:	3934451
Registered office:	Meriden House 6 Great Cornbow Halesowen West Midlands B63 3AB
Chairman and Managing Director:	R W Stevens
Non-executive Directors:	N B Fitzpatrick R J Griffiths
Secretary:	R W Stevens
Bankers:	Bank of Scotland plc 124 Colmore Row Birmingham B3 3AU
Solicitors:	Eversheds 115 Colmore Row Birmingham B3 3AL
Auditors:	Grant Thornton UK LLP Registered Auditors Chartered Accountants Enterprise House 115 Edmund Street Birmingham B3 2HJ

Company information (continued)

Registrars:	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA
Nominated Adviser:	John East & Partners Limited Crystal Gate 28-30 Worship Street London EC2A 2AH
Broker:	Seymour Pierce Limited Bucklersbury House 3 Queen Victoria Street London EC4N 8EL

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Chairman's statement

I am pleased to present the results for the Group for the year ended 28 February 2005.

The company has made a loss for the year of £45,960, before and after taxation, compared with a loss of £122,207 in the previous year.

The company's show home lease back agreements with Barratt Homes have now begun to terminate having run their course with three expiring during the year. The Board has subsequently implemented a plan for the properties, with two of the show homes currently on the market to be sold. We have been successful in letting out three of the show homes to private tenants and one property which Barratts vacated in June 2005 is currently available to let. The board has recognised that under SSAP 19 they are required to revalue the freehold property investments; therefore the balance sheet reflects this at a revalued carrying value of £1,167,950, an increase of approximately £63,000 over cost.

The Board is satisfied with the performance of the investment portfolio during the year, with the exception of SRS Technology Group Plc, the Board has decided to write down the value of this investment. The Board are continuing to monitor very closely the Group's investment in this company.

With all funds currently invested in a diversified and balanced portfolio, the Board are currently considering the possibility of issuing further shares to provide funds for future investment and further announcements will be made shortly.

Russell Stevens
Chairman and Managing Director

11 August 2005

Report of the directors

The directors present their report together with the audited financial statements for the year ended 28 February 2005.

Principal activity

The principal activity continues to be that of an investment company.

Business review

There was a loss for the year after taxation amounting to £45,960 (2004 : £122,207). The directors do not recommend the payment of a dividend. The Chairman's statement appears on page 1 of these financial statements.

Directors

The present membership of the board is set out below. All served on the board throughout the year, unless otherwise indicated.

The interests of the directors and their families in the shares of the company as at 28 February 2005 and 1 March 2004 (or from their date of appointment if later), were as follows:

	Ordinary shares of 5p each		Options to purchase ordinary shares of 5p each	
	2005 Number	2004 Number	2005 Number	2004 Number
R W Stevens	1,781,332*	1,381,332*	125,000	125,000
N B Fitzpatrick	236,399	136,399	50,000	50,000
R J Griffiths	5,502,364	6,078,054	-	-

*1,301,333 of these shares are held by Meriden Group Plc, a company in which Mr R W Stevens is a director and majority shareholder.

Share option incentives

The following directors have share options:

	At beginning and end of year No.	Exercise price (pence)
R W Stevens	125,000	25
N B Fitzpatrick	50,000	25

The share options may be exercised in whole or in part before the seventh anniversary of the date of grant which was on 30 June 2000.

The market value of the shares at 28 February 2005 was 5.25 pence (2004 : 3.50 pence) and the high and low prices during the year have been 5.75 pence and 2.34 pence respectively.

Substantial shareholdings

Apart from the interests of the directors, the only interests in excess of 3% of the issued share capital of the company, which the company was aware as at 14 July 2005, were as follows:

	Ordinary shares of 5p each Number	Percentage of capital %
JM Finn Nominees Limited	3,348,742	19.27

Payment to suppliers

It is the company's policy to agree appropriate terms and conditions for its transactions with suppliers by means ranging from standard terms and conditions to individually negotiated contracts and pay suppliers according to agreed terms and conditions, provided that the supplier meets those terms and conditions. The company does not have a standard or code which deals specifically with the payment of suppliers. There were no unpaid creditors at the end of the year.

Directors' responsibilities for the financial statements

United Kingdom company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for ensuring that the directors' report and other information included in the annual report is prepared in accordance with company law in the United Kingdom.

Auditors

Grant Thornton UK LLP offers themselves for reappointment as auditors in accordance with Section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD

R W Stevens
Secretary

11 August 2005

Corporate governance

The company supports the concept of an effective board leading and controlling the company. The board is responsible for approving company policy and strategy and it meets regularly during the year. The board is responsible for maintaining a strong system of internal control to safeguard shareholders' investment and the group's assets and for reviewing its effectiveness. The system of internal control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss. The Managing Director supplies the board with appropriate and timely information, in particular with respect to investment opportunities and the directors are free to seek any further information they consider necessary. All directors have access to independent professional advice at the company's expense.

The board consists of one executive director, who holds the key operational position in the company and two non-executive directors, who bring a breadth of experience and knowledge. This provides a balance whereby the board's decision making cannot be dominated by an individual. The Chairman of the board and Managing Director is Mr R W Stevens. Messrs N B Fitzpatrick and R J Griffiths are the non-executive directors. The biographies of the directors are set out below:

Russell Stevens (Chairman and Managing Director) is a chartered certified accountant and, in 1991, founded Hamiltons, a multi-disciplinary accountancy practice. He became managing director of Hamiltons Group Limited on its incorporation in May 1997, subsequently stepping down to become Chief Executive of its sister company, Meriden Group Plc, a business services group which he floated on AIM in August 2001. He has a portfolio of unquoted companies in which he has active investments and specialises in providing strategic advice to growing businesses. Russell is also part time Chief Executive of Innobox Plc, which he floated on AIM in January 2001 and operates in the licensed trade sector. Russell is also a successful property developer and has his own development company, which specialises in leisure and residential developments. He currently owns two Hotels and a Golf Club with residential facilities, which are all run under management.

Brent Fitzpatrick (Non-executive Director) has spent the last ten years as a corporate finance consultant and has gained significant experience in identifying and advising a number of companies on their acquisitions on what was the Unlisted Securities Market. In the last fifteen years, Mr Fitzpatrick has been instrumental in identifying and advising a number of companies on their acquisitions and subsequent flotations. He is also a Non-executive Director of Real Affinity Plc and MOS International Plc, which are both quoted on AIM and Chairman of Aboyne-Clyde Rubber Estates of Ceylon Plc, an unquoted investment company.

Richard Griffiths (Non-executive Director) spent nine years in the automotive retailing business, initially with S Griffiths & Sons Limited, a family owned company for which he established and developed a contract hire and leasing division. From 1988 to 1991 he worked in the music industry in New York before returning to the UK and acquiring the retailing division of S Griffiths & Sons Limited, which changed its name to Romulus Group Plc. Mr Griffiths has, since 1996, been a strategic investor in small private companies in various sectors, including insurance, rehabilitation technology, e-commerce, fuel cards, telecom and the music industry and holds a number of non-executive directorships in unquoted companies.

The directors have each entered into consultancy agreements with the company, which are terminable by either party with six months written notice.

Relations with shareholders

The company values the views of its shareholders and recognises their interest in the company's strategy and performance. The Annual General Meeting is used to communicate with private investors and they are encouraged to participate. The directors will be available to answer questions. Separate resolutions are proposed on each issue so that they can be given proper consideration and there is a resolution to approve the annual report and accounts.

All shareholders can gain access to information about the company through the company's website www.bidtimes.com.

Going concern

The current loan facilities which financed the purchase of the investment property portfolio expire in December 2005. The directors are monitoring the portfolio with a view as to selling the properties, in which case the loans will be repaid. Alternatively, the directors intend to hold either all or certain properties, in which case the company will need to renegotiate the extension of its facilities with its bankers.

Based on this and after making enquiries, the Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the concern basis in preparing the financial statements.

International financial reporting standards ("IFRS")

The Board acknowledges that the London Stock Exchange (LSE) issued revised AIM rules in October 2004, which allows AIM companies to continue to prepare their annual audited accounts in accordance with UK GAAP or IFRS. The Board is also aware that the LSE have indicated that it will require AIM listed companies to use IFRS for accounting periods commencing on or after 1 January 2007 and the Board will keep this matter under review.

Report of the independent auditors to the members of Bidtimes Plc

We have audited the financial statements of Bidtimes Plc for the year ended 28 February 2005 which comprise the principal accounting policies, profit and loss account, balance sheet, statement of total recognised gains and losses and notes 1 to 22. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report of the directors and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the report of the directors is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the annual report of the directors and consider whether it is consistent with the audited financial statements. This other information comprises only the report of the directors, the chairman's statement and the corporate governance statement. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Going concern

In forming our opinion, we have considered the adequacy of the disclosures made in notes 1 and 11 to the financial statements concerning the uncertainty as to the company's ability to repay or renegotiate its bank loans prior to their expiry date of 31 December 2005. In view of the significance of this uncertainty we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs of the company as at 28 February 2005 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

**GRANT THORNTON UK LLP
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
BIRMINGHAM**

11 August 2005

Note: The maintenance and integrity of the website of Bidtimes Plc is the responsibility of the directors: the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

Profit and loss account

	Note	2005 £	2004 £
Turnover	2	91,172	88,693
Administrative expenses		<u>(73,625)</u>	(90,173)
Operating profit/(loss)		17,547	(1,480)
Interest receivable		8,483	14,344
Interest payable		(67,773)	(25,208)
Amounts written off investments	3	<u>(4,217)</u>	(109,863)
Loss on ordinary activities before taxation	2	(45,960)	(122,207)
Taxation	5	<u>-</u>	-
Loss on ordinary activities after taxation and transferred from reserves	15	<u>(45,960)</u>	<u>(122,207)</u>
Basic loss per share	6	<u>(0.26)p</u>	<u>(0.70)p</u>

All activities relate to continuing operations.

Balance sheet

	Note	2005 £	2004 £
Fixed assets			
Investments - tangible assets	7	1,167,950	1,104,506
Other investments	8	307,929	247,857
		<u>1,475,879</u>	<u>1,352,363</u>
Current assets			
Debtors	9	36,759	28,648
Investments	10	145,000	149,216
Cash in bank and in hand		33	25,961
		<u>181,792</u>	<u>203,825</u>
Creditors			
Amounts falling due within one year	11	<u>(911,906)</u>	<u>(11,447)</u>
		(730,114)	192,378
Net current (liabilities)/assets		<u>(730,114)</u>	<u>192,378</u>
Total assets less current liabilities		<u>745,765</u>	<u>1,544,741</u>
Creditors			
Amounts falling due after one year	12	-	(873,938)
		<u>745,765</u>	<u>670,803</u>
Net assets		<u>745,765</u>	<u>670,803</u>
Capital and reserves			
Called up share capital	14	868,676	868,676
Share premium account	15	714,948	714,948
Revaluation reserve	15	239,235	118,313
Profit and loss account	15	(1,077,094)	(1,031,134)
Equity shareholders' funds	16	<u>745,765</u>	<u>670,803</u>

The financial statements were approved by the Board of Directors on 11 August 2005.

R W Stevens
 Director

N B Fitzpatrick
 Director

Cash flow statement

	Note	2005 £	2004 £
Net cash inflow/(outflow) from operating activities	19	17,622	(24,931)
Returns on investments and servicing of finance			
Interest received		8,483	14,344
Interest paid		<u>(53,755)</u>	<u>(25,208)</u>
Net cash outflow from returns on investments and service of finance		<u>(45,272)</u>	<u>(10,864)</u>
Capital expenditure and financial investment			
Purchase of tangible fixed assets		-	(1,104,506)
Purchase of investments		(2,594)	(21,273)
Loans made to other entities		-	(149,216)
Loans repaid by other entities		-	148,055
Net cash outflow from capital expenditure and financial investment		<u>(2,594)</u>	<u>(1,126,940)</u>
Net cash outflow before financing		<u>(30,244)</u>	<u>(1,162,735)</u>
Financing			
Term loan		-	873,938
Net cash inflow from financing		<u>-</u>	<u>873,938</u>
Decrease in cash	20	<u>(30,244)</u>	<u>(288,797)</u>

Other primary statements

Statement of total recognised gains and losses

	2005 £	2004 £
Loss for the financial year	(45,960)	(122,207)
Unrealised profit on revaluation of tangible fixed assets	63,444	-
Unrealised gain on revaluation of fixed asset investment	57,478	118,313
Total gains and losses recognised for the year	<u>74,962</u>	<u>(3,894)</u>

Notes to the financial statements

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards except that the directors have invoked the true and fair override in departing from the requirement to provide depreciation on investment properties and that they have been modified to include the revaluation of certain fixed assets as explained below.

Going concern

The current loan facilities which financed the purchase of the investment property portfolio expire in December 2005. The directors are monitoring the portfolio with a view as to selling the properties, in which case the loans will be repaid. Alternatively, the directors intend to hold either all or certain properties, in which case the company will need to renegotiate the extension of its facilities with its bankers.

On the assumption that these events occur the directors have an expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

Turnover

Turnover is the total amount receivable by the company for services provided, including VAT. Rentals receivable under operating leases are credited to the profit and loss account on a straight line basis over the lease term.

Investments

Investments are included in the balance sheet at their open market values.

Investment properties

Investment properties are revalued annually and are included in the balance sheet at their open market values. The surplus or deficit on revaluation of such properties is transferred to the revaluation reserve. Depreciation is not provided in respect of freehold investment properties.

This policy represents a departure from the Companies Act 1985, which requires depreciation to be provided on all fixed assets. The directors consider that this policy is necessary in order that the financial statements may give a true and fair view, because current values and changes in current values are of prime importance rather than the calculation of systematic annual depreciation. Depreciation is only one of many factors reflected in the valuation. The financial effect of the departure from the Companies Act is not material.

Financial instruments

Income and expenditure arising on financial instruments is recognised on the accruals basis, and credited or charged to the profit and loss account in the financial period to which it relates.

2 Turnover and loss on ordinary activities before taxation

The turnover and loss on ordinary activities is stated after:

	2005	2004
	£	£
Auditors' remuneration		
- audit services - statutory audit	4,500	4,500
- non-audit services	-	375
Interest payable on bank loans	53,755	25,208
Other interest payable	14,018	-
Net rental income	(91,172)	(68,693)

3 Amounts written off investments

Amounts written off of £4,217 relates to the write off of certain current asset investments.

4 Directors and employees

During the year the company did not have any employees.

Consultancy fees are paid to related parties associated with each director. The terms of such consultancy fees have been set and agreed in advance as set out in various consultancy agreements.

A summary of amounts payable under the consultancy agreements is set out below:

	2005	2004	Payable to
	£	£	
R W Stevens	13,748	15,158	Hamilton Securities, a partnership in which Mr Stevens is a partner.
N B Fitzpatrick	6,500	7,539	Ocean Park Developments Limited, a company in which Mr Fitzpatrick is a director.

Consultancy fees paid to Hamiltons Securities are subject to Value Added Tax, which the company is unable to recover at the present time.

5 Taxation on loss on ordinary activities

No taxation charge arises on the loss for the year (2004 : £Nil). The tax assessed for the year is different to the standard rate of corporation tax in the UK 30% (2004: 30%). The differences are explained as follows:

	2005 £	2004 £
Loss on ordinary activities before tax	45,960	122,207
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2004: 30%)	(8,732)	(36,662)
Effect of:		
Investment impairment	-	32,959
Losses carried forward	8,732	3,703
Current tax charge for year	-	-

Unrelieved tax losses of £247,621 (2004 : £238,889) are available to offset against future taxable trading profits.

6 Loss per share

The calculation of the basic loss per share is based on the loss on ordinary activities after tax and on the weighted average number of ordinary shares in issue during the year. The impact of the share options is anti dilutive.

	28 February 2005			29 February 2004		
	Loss £	Weighted average number of shares	Loss per share (pence)	Loss £	Weighted average number of shares	Loss per share (pence)
Basic loss per share	<u>(45,960)</u>	<u>17,373,523</u>	<u>(0.26)</u>	<u>(122,207)</u>	<u>17,373,523</u>	<u>(0.70)</u>

7 Investments - Tangible fixed assets

	Investment properties £
Valuation	
At 1 March 2004	1,104,506
Revaluation	63,444
At 28 February 2005	<u>1,167,950</u>
Net book value	
At 29 February 2005	<u>1,167,950</u>
At 29 February 2004	<u>1,104,506</u>

The company has entered into a purchase and leaseback agreement with Barratt Homes Limited of six showroom properties. At the year end the properties have been revalued to the estimated market value as at 28 February 2005. Therefore gross amount of assets held for use under operating leases amount to £1,167,950 (2004 - £1,104,506).

Cost or valuation at 28 February 2005 is represented by:

	Investment properties £
Valuation in 2005	63,444
Cost	<u>1,104,506</u>
	<u>1,167,950</u>

The properties were valued by external valuers at £1,167,950 as at 31 October 2004. The directors are of the opinion that there has been no material change in the valuation at the year end.

8 Other fixed asset investments

	£
Cost or valuation	
At 1 March 2004	900,827
Revaluation	107,170
Additions	<u>2,594</u>
At 28 February 2005	<u>1,010,591</u>
Provision for impairment	
At 1 March 2004	652,970
Charge for the year	<u>49,692</u>
At 28 February 2005	<u>702,662</u>
Net book value	
At 28 February 2005	<u>307,929</u>
At 29 February 2004	<u>247,857</u>

The carrying value of the fixed asset investments comprise:

	2005	2004
	£	£
SRS Technology Group Plc (see note 1 below)	68,622	118,314
Innobox Plc (see note 2 below)	165,440	58,270
Blue Chip Casinos Plc (see note 3 below)	73,867	71,273
	<u>307,929</u>	<u>247,857</u>

(1) The company holds 1,690,200 shares (2.62%) in SRS Technology Group Plc (“SRS”) an AIM quoted company. SRS specialises in the design, development and supply of electronic assistive technology for environmental control to aid independent living and enhance quality of life. The value of the investment in SRS based on the mid-price on 28 February 2005 was £68,622 (2004: £118,314). The value of the investment at the close of business on 4 August 2005 was £33,804.

(2) The company holds 15.04% of the ordinary share capital in Innobox Plc. Innobox Plc is an AIM quoted investment company. The market value of the investment in Innobox Plc based on the mid-price at 28 February 2005 was £165,440 (2004: £220,900). The value of the investment on 4 August 2005 was £84,600.

(3) The company holds 2.84% (2004: 2.81%) of the ordinary share capital of Blue Chip Casinos Plc (“Blue Chip”). Blue Chip is a private company, which aims to build a group of provincial casinos in the UK. The directors' opinion of the market value of this investment based on the current performance of the company at 28 February 2005 is equal to its cost of £73,867 (2004: £71,273).

Cost or valuation at 28 February 2005 is represented by:

	Fixed asset investments £
Valuation in 2005	107,170
Valuation in 2004	118,313
Cost	<u>785,108</u>
	<u>1,010,591</u>

9 Debtors

	2005 £	2004 £
Prepayments and accrued income	<u>36,759</u>	<u>28,648</u>

10 Current asset investments

	2005 £	2004 £
Loans	<u>145,000</u>	<u>149,216</u>

During the previous year the company made a short term unsecured loan to a Mr C Parry, a former director of Blue Chip Casinos Plc, totalling £145,000. The loan is repayable in full by November 2005 and bears interest at a rate of 2% above the base rate of the Bank of Scotland.

11 Creditors : amounts falling due within one year

	2005 £	2004 £
Bank loans	887,956	-
Bank overdraft	4,316	-
Accruals and deferred income	19,634	11,447
	<u>911,906</u>	<u>11,447</u>

The bank loans are secured by a fixed and floating charge over all the assets of the company. The loans are repayable from the full sale proceeds following each property disposal and are due to be fully repaid by 31 December 2005. The loans bear interest at a rate of 2% above the base rate of the Bank of Scotland.

The directors are monitoring the portfolio with a view as to selling the properties, in which case the loans will be repaid. Alternatively, the directors intend to hold either all or certain properties, in which case the company will need to renegotiate the extension of its facilities with its bankers.

On the assumption that these events occur the directors have an expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

12 Creditors : amounts falling due after one year

	2005 £	2004 £
Bank loans (note 13)	<u>-</u>	<u>873,938</u>

13 Financial instruments

The company uses financial instruments comprising bank loans, overdrafts, cash and short term deposits. It does not enter into derivative transactions such as interest rate swaps, forward rate agreements or forward currency contracts. The company seeks to manage financial risk, to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The bank loans are repayable from the full sale proceeds following each property disposal.

Short term debtors and creditors

Short term debtors and creditors have been excluded from all the following disclosures, other than the currency risk disclosure.

Fair value

The fair value of financial instruments is not materially different to book value.

Interest rate risk

The company finances its operations through a mixture of bank loans and overdrafts. The company principally uses variable rate finance facilities given the current low level of interest rates in the UK.

The interest rate exposure of the financial liabilities of the company as at 28 February was:

	Variable £	Fixed £
28 February 2005	<u>4,316</u>	<u>891,000</u>
29 February 2004	<u>-</u>	<u>891,000</u>

The variable rates are on average 2% over bank base rate. Fixed rate liabilities are represented by bank loans which continue until December 2005. The weighted average fixed rates on the loans for the year amounted to 2% over bank base rate.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The short term unsecured loan made during the previous year to Mr C Parry is repayable on or before 30 November 2005.

The company policy throughout the year has been to ensure continuity of funding with all cash deposits being recoverable on demand. The overdraft facility of £10,000, was not fully utilised as at 28 February 2005. This is due for renewal by 30 September 2005.

Currency risk

The company operates only within the United Kingdom and consequently is not exposed to currency risk. The company does not hedge any transactions.

Maturity of financial liabilities

The company took additional loan finance in order to fund the purchase of investment properties. The maturity profile of the company's financial liabilities at 28 February is as follows:

	2005 £	2004 £
In one year or less, or on demand	895,316	-
In more than one year but not more than two	-	891,000
Less: finance costs	<u>(3,044)</u>	<u>(17,062)</u>
	<u>892,272</u>	<u>873,938</u>

14 Share capital

	2005 £	2004 £
Authorised		
40,000,000 (2004 : 40,000,000) ordinary shares of 5p each	<u>2,000,000</u>	<u>2,000,000</u>
Allotted, issued and fully paid		
17,373,523 (2004 : 17,373,523) ordinary shares of 5p each	<u>868,676</u>	<u>868,676</u>

15 Share premium account and reserves

	Share Premium account £	Revaluation reserve £	Profit and loss account £
At 29 February 2004	714,948	118,313	(1,031,134)
Revaluation of tangible fixed assets	-	63,444	-
Revaluation of fixed asset investments	-	57,478	-
Retained loss for the year	-	-	(45,960)
At 28 February 2005	<u>714,948</u>	<u>239,235</u>	<u>(1,077,094)</u>

The balance on the share premium account may not be distributed legally under section 263 and 264 of the Companies Act 1985.

16 Reconciliation of movements in shareholders' funds

	2005 £	2004 £
Loss on ordinary activities after taxation	(45,960)	(122,207)
Revaluation of tangible fixed assets	63,444	-
Revaluation of fixed asset investments	57,478	-
Net decrease in shareholders' funds	<u>74,962</u>	<u>(122,207)</u>
Opening shareholders' funds	670,803	793,010
Closing shareholders' funds	<u>745,765</u>	<u>670,803</u>

17 Contingent liabilities

The company had no contingent liabilities at 28 February 2005 or 29 February 2004.

18 Capital commitments

The company had no capital commitments at 28 February 2005 or 29 February 2004.

19 Reconciliation of operating profit/(loss) with net cash inflow/(outflow) from operating activities

	2005	2004
	£	£
Operating profit/(loss)	17,547	(1,480)
Increase in debtors	(8,112)	(24,398)
Increase in creditors	8,187	947
Net cash inflow/(outflow) from operating activities	<u>17,622</u>	<u>(24,931)</u>

20 Reconciliation of net cash flow to movement in net debt

	2005	2004
	£	£
Decrease in cash	(30,244)	(288,797)
Advance of bank loan	-	(873,938)
Release of finance costs held against bank loan	(14,018)	-
	<u>(44,262)</u>	<u>(1,162,735)</u>
Net (debt)/funds at the beginning of the year	<u>(847,977)</u>	<u>314,758</u>
Net debt at the end of the year	<u>(892,239)</u>	<u>(847,977)</u>

21 Analysis of changes in net (debt)/ funds

	At 29 February 2004 £	Cash flow £	Non cash movement £	At 28 February 2005 £
Cash at bank and in hand	25,961	(25,928)	-	33
Bank overdraft	-	(4,316)	-	(4,316)
	<u>25,961</u>	<u>(30,244)</u>	-	<u>(4,283)</u>
Bank loan	(873,938)	-	(14,018)	(887,956)
	<u>(847,977)</u>	<u>(30,244)</u>	<u>(14,018)</u>	<u>(892,239)</u>

22 Transactions with directors and other related parties

During the year, the company made a further equity investment in Blue Chip Casinos Plc. Details of this investment is disclosed in note 8. Mr R W Stevens is a director and shareholder of this company.

Services amounting to £12,287 (2004 : £18,648), relating to project management fees, accountancy services and re-imburement of expenses, were purchased from Meriden Holdings Limited, of which £Nil (2004 : £Nil) remains unpaid at the year end. Mr R W Stevens is a director of Meriden Holdings Limited.

Services amounting to £13,748 (2004 : £15,158), relating to Mr R W Stevens' services as a director, were purchased from Hamiltons Securities, of which £5,288 (2004 : £Nil) remained unpaid at the year end. Mr R W Stevens is a partner in Hamiltons Securities. In addition, R W Stevens received an amount of £6,370 (2003 : £3,136) as compensation for providing a personal guarantee on the bank loans drawn during the year.

Services amounting to £Nil (2004 : £6,042), relating to Mr B S North's former services as a director and reimbursement of expenses, were purchased from Brian North Associates, of which £Nil (2004 : £Nil) remained unpaid at the year end. Mr B S North is a partner in Brian North Associates.

Services amounting to £6,500 (2004 : £7,807), relating to Mr N B Fitzpatrick's services as a director and reimbursement of expenses, were purchased from Ocean Park Developments Limited, of which £2,500 (2004 : £Nil) remained unpaid at the year end. Mr N B Fitzpatrick is a director of Ocean Park Developments Limited.

During the previous year the company made a short term unsecured loan to a Mr C Parry, a former director of Blue Chip Casinos Plc, totalling £145,000. The loan is repayable in full by November 2005 and bears interest at a rate of 2% above the base rate of the Bank of Scotland. Mr R W Stevens is a director and shareholder of Blue Chip Casinos Plc.

Bidtimes Plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 3934451)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the company will be held on Tuesday, 20 September 2005 at 11.00am at Park Hall, Near Blakedown, Worcestershire, DY10 3NL. for the transaction of the following business:

ORDINARY RESOLUTIONS

1. To approve the audited accounts for the company for the year ended 28 February 2005.
2. To reappoint Mr Brent Fitzpatrick a director who, retires and being eligible, offers himself for re-election.
3. To reappoint Grant Thornton UK LLP as auditors and to authorise the directors to fix their remuneration.
4. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the ACT") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal value equal to £1,131,324 of the authorised but unissued share capital of the Company immediately following the passing of this Resolution, such power to expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution and provided that such authority shall allow the Company to make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this Resolution has not expired.

SPECIAL RESOLUTION

5. THAT the Directors be given power pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the section 80 authority referred to in Resolution 4 above up to an aggregate nominal value equal to £1,131,324 of the authorised share capital of the Company immediately following the passing of this Resolution as if section 89(1) of the Act did not apply to any such allotment, such power to expire at the conclusion of the next Annual General Meeting of the Company following the passing of the Resolution. The Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired.

6. To transact any other business of an annual general meeting.

By order of the Board

Russell Stevens

Company Secretary

11 August 2005

Registered office:

Meriden House

6 Great Cornbow

Halesowen

West Midlands

B63 3AB

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote, on a poll, instead of him. A proxy need not be a member of the company.
2. A Form of Proxy is enclosed for your use if desired. The instrument appointing a proxy must reach the company's Registrars Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not less than 48 hours before the time of holding of the meeting.
3. Pursuant to Regulation 40 of The Uncertificated Securities Regulations 2001, the company specifies that only those shareholders of the company on the register at 11.00am on 18 September 2005 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

A Form of Proxy accompanies this document. **To be valid, Forms of Proxy for use at the meeting must be completed and returned so as to be received at the offices of the company's registrars Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not later than 11.00am on 18 September 2005.**

The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the meeting should you wish to do so.

Bidtimes Plc Annual General Meeting to be held on 20 September 2005

FORM OF PROXY

I/We _____

of _____

being a member of Bidtimes PLC, appoint the chairman of the meeting, or (see Note 1)

as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 20 September 2005 at 11.00am at Park Hall, Near Blakedown, Worcestershire, DY10 3NL and at every adjournment of it. In the event of a poll I/we desire my/our votes to be cast as indicated with an X in the space provided.

ORDINARY RESOLUTIONS

FOR

AGAINST

1. To approve the audited accounts for the Company for the year ended 28 February 2005.	<input type="checkbox"/>	<input type="checkbox"/>
2. To reappoint Brent Fitzpatrick	<input type="checkbox"/>	<input type="checkbox"/>
3. To appoint Grant Thornton UK LLP as auditors of the Company and to authorise the Directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
4. To provide the directors with the authority to allot relevant securities up to an aggregate nominal value equal to £1,131,324 of the authorised but unissued share capital of the Company pursuant to section 80 of the Companies Act 1985.	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTIONS

5. To disapply the provisions of section 89(1) and 90(1) to (6) of the Companies Act 1985 in relation to the allotment of up to an aggregate nominal value equal to £1,131,324 of the authorised but unissued share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
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Dated _____ 2005

Signature _____

Notes:

1. You may delete the words "chairman of the meeting" and insert the name of your own choice of proxy, who need not be a member of the Company. Please initial any such alteration.
2. In the absence of any instructions on the resolutions referred to above your proxy will vote or abstain as he or she thinks fit. Your proxy will also vote or abstain as he or she thinks fit on any other matter coming before the meeting. A proxy can only vote on a poll.
3. To be valid this proxy form must reach the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not less than 48 hours before the time fixed for the meeting. Completion of this proxy form does not prevent you from attending and voting in person.
4. In the case of joint registered holders, any joint holder may sign this proxy form, but the vote of the person whose name appears first in the register of members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
5. If this proxy form is executed under a power of attorney, the power of attorney or other authority (or a notarially certified copy of it) must be lodged with the Company with the proxy form