

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Bidtimes plc (the "Company"), please forward this document at once, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

Bidtimes Plc

BIDTIMES PLC

(Incorporated and registered in England and Wales under the Companies Act 1985, registered no. 3934451)

Proposed Capital Reorganisation

Proposed Sale of investment properties

and

Notice of Extraordinary General Meeting

Action to be taken by Shareholders is set out on page 7 of this document.

You will find set out at the end of this document, notice of an Extraordinary General Meeting of Shareholders to be held at 9.15a.m. on Friday 8 December 2006 (or such later time as the Annual General Meeting to be held at 9.00a.m. on the same day has concluded or been adjourned) at Meriden House, 6 Great Cornbow, Halesowen, West Midlands, B63 3AB. To be valid for use at the meeting, the Form of Proxy must be completed and returned so as to be received by the Company's Registrars, Neville Registrars Limited, Neville House, Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and, in any event so that it is received no later than 9.15a.m. on 6 December 2006.

DEFINITIONS

“Act”	the Companies Act 1985, as amended
“AIM”	AIM, a market operated by London Stock Exchange plc
“AIM Rules”	the rules governing the admission to and operation of AIM, published by the London Stock Exchange from time to time
“Company”	Bidtimes plc
“Deferred Shares”	the new ordinary shares of 4.5 pence each in the capital of the Company which will be redesignated as deferred shares in accordance with the Proposals
“Directors” or “Board”	the directors of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 9.15a.m. on Friday 8 December 2006 (or such later time as the Annual General Meeting to be held at 9.00a.m. on the same day has concluded or been adjourned) at Meriden House, 6 Great Cornbow, Halesowen, West Midlands, B63 3AB
“Independent Directors”	Mr Brent Fitzpatrick and Mr Richard Griffiths
“New Ordinary Shares”	the new ordinary shares of 0.5 pence each in the capital of the Company
“Notice”	the notice of extraordinary general meeting which is set out at the end of this document
“Ordinary Share”	the issued ordinary shares of 5 pence each in the capital of the Company
“Properties”	the three freehold investment properties at 89a Waterfall Lane, Cradley Heath, 91 Waterfall Lane, Cradley Heath and 47 Scholars Walk, Kingsbridge, Devon
“Property Disposals”	the proposed sale of the Properties to Mr Russell Stevens
“Proposals”	the recommended proposals in respect of the Share Capital Reorganisation
“Share Capital Reorganisation”	the proposed share capital reorganisation, details of which are set out in this circular, to be effected by the passing of the resolutions set out in the notice of EGM at the end of this document
“Shareholder”	a holder of ordinary shares in the Company

Bidtimes Plc

(Incorporated and registered in England and Wales under the Companies Act 1985, registered no. 3934451)

Registered office
Meriden House
6 Great Cornbow
Halesowen
West Midlands
B63 3AB

15 November 2006

Directors

Russell Warren Stevens (Chairman and Managing Director)

Nigel Brent Fitzpatrick (Non Executive Director)

Richard James Griffiths (Non Executive Director)

To Shareholders and, for information only, to the holders of share options

Dear Sir or Madam

Shareholders will be aware that trading in the Company's shares was suspended on 1 September 2006 because the Company's annual results for the year ended 28 February 2006 had not released to the market or having been posted to Shareholders by 31 August 2006.

Earlier today, the Company announced its audited results for the year ended 28 February 2006 and the annual accounts are enclosed with this document. The accounts contain an audit report which is not qualified but makes reference to the going concern notes contained in the accounts.

The purpose of this document is to provide you with information on a proposed sale of investment properties to a director of the Company and a proposed share capital reorganisation and seek your approval of the Proposals.

The aggregate rental income generated by the investment properties that are the subject of the Disposal, when taken with the rental income from properties sold earlier this year, represents more than 75 per cent. of the turnover of the Company for the year ended 28 February 2006 and consequently, under the AIM Rules, the Disposal will result in a fundamental change in the business of the Company.

The Disposal is conditional, *inter alia*, on the passing of Resolutions to be proposed at the EGM which has been convened for 8 December 2006, notice of which is set out at the end of this document.

Introduction

The Company currently owns four freehold investment properties situated in Cradley Heath, Erdington and Devon. The Company also has significant share investments in

two quoted companies of SRS Technology plc and Innobox plc. It also has an additional share investment in the unquoted company Blue Chip Casinos plc, which operates two casinos in the West Midlands.

Disposal of Freehold Investment Properties

The audited accounts for the year ended 28 February 2006 were not completed within the deadline set by the AIM Rules, due to the raising of an audit issue over the potential going concern of the Company for the next 12 months, which arose as a result of the expiry of the Company's mortgage facilities on 31 August 2006. The Directors, having signed these accounts, wish to put a proposal to shareholders which would address this going concern issue.

All the Company's remaining four freehold investment properties (other than Erdington) have been occupied by tenants since the arrangement with Barratt Homes ceased throughout 2005, however, the net rental income generated from these is currently insufficient to cover the mortgage interest payments. The Board therefore resolved to dispose of the investment properties at the earliest opportunity. Mr Russell Stevens, the Chairman of the Company, has entered into a proposal to the Company to purchase three of the four freehold investment properties (89a Waterfall Lane, Cradley Heath, 91 Waterfall Lane, Cradley Heath and 47 Scholars Walk, Devon) from the Company, subject to shareholder approval, for a cash consideration of £620,000.

The Independent Directors have obtained an independent valuation of the Properties which aggregates to £620,000. The proceeds of the transaction will be applied in extinguishing the outstanding mortgage.

The Directors have also accepted an offer, subject to contract, of £168,000 for the freehold property located in Erdington, Birmingham.

In accordance with s320 of the Act and the AIM Rules, the Property Disposals are subject to shareholder approval and an appropriate resolution is included in the notice of EGM set out at the end of this document.

Investing Strategy

Following the Disposal and the Capital Reorganisation, the Directors believe that the Company could be attractive to a number of potential targets/investments.

The Directors intend to seek to acquire another company or business in exchange for the issue of Ordinary Shares in a single transaction (a "reverse takeover"). The Directors' main investment criteria are: -

- the leisure and entertainment sector within the UK, Europe or North America; and
- businesses whose growth prospects, if achieved, will be earnings enhancing for Shareholders.

However, these criteria are not intended to be exhaustive and the Company may make an investment which does not fulfil all the investment criteria if they believe it is in the interests of Shareholders as a whole to proceed with such an investment. Any

acquisition of the Company will be put to Shareholders for their approval at the appropriate time.

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 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 which 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 three hotels and a golf club with residential facilities, which are all run under management.

Brent Fitzpatrick (Non-executive Director) has spent the last thirteen years as a corporate finance consultant and has significant experience in identifying and advising companies on their acquisitions and subsequent flotations. He is also a Non-executive Director of Global Marine Energy Limited and Real Affinity Plc and is Chairman of the investment company Aboyne-Clyde Rubber Estates of Ceylon Plc. He has been actively involved with the major reorganisation of education in Bradford.

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, telecoms and the music industry and holds a number of non-executive directorships in unquoted companies.

The Directors will be using the services of the Company's advisers to conduct due diligence on any suitable opportunities and seeking further external advice from experts as necessary.

Under the AIM Rules, the Company will have to complete a reverse takeover by 8 December 2007 or trading in the Ordinary Shares on AIM will be suspended for up to six months, following which the listing on AIM will be cancelled if a reverse takeover has not been completed by that time.

There is no guarantee that the Company will make a successful acquisition. However, if an acquisition and/or investment is not completed by 8 June 2008, the Directors will give Shareholders the opportunity to consider the future of the Company by convening an extraordinary general meeting to consider whether the Company should distribute funds to Shareholders.

Share Capital Reorganisation

The closing mid-market price of an existing Ordinary Share was 2.5 pence on 31 August 2006, being the last practicable date prior to the suspension of the Ordinary

Shares from trading on AIM. The Company's share price is therefore below the nominal value of an ordinary share of 5 pence. This prohibits the Company from raising any further equity capital since, in order to comply with the Act, any further shares would have to be issued at a price at or above the nominal value. In order to assist the Company with its ongoing and future activities, the Board wishes to have the ability to raise further equity finance. Accordingly, it is necessary to reduce the nominal value of the existing Ordinary Shares from the present level of 5 pence per share.

It is proposed that:

1. each issued Ordinary Share will be subdivided and reclassified into one New Ordinary Share of 0.5 pence and one Deferred Shares of 4.5 pence; and
2. each authorised but unissued Ordinary Share will be subdivided into 10 New Ordinary Shares.

The rights attaching to the New Ordinary Shares will, save for the change in nominal value and the entitlement of Shareholders in respect of a return of capital or other distributions arising therefrom, be identical in all respects to those of the existing Ordinary Shares.

The Deferred Shares created on the Share Capital Reorganisation becoming effective will have no voting or dividend rights and, on a return of capital, the right only to receive the amount paid up thereon after the holders of New Ordinary Shares have received the aggregate amount paid up thereon plus £100 per New Ordinary Share. They will in effect be valueless.

No share certificates will be issued in respect of the Deferred Shares, nor will CREST accounts of Shareholders be credited in respect of any entitlement to Deferred Shares, nor will they be admitted to trading on AIM or any other investment exchange. It is the Board's intention, at an appropriate time, to make application to the High Court for the Deferred Shares to be cancelled.

The effect of the Share Capital Reorganisation will mean that each New Ordinary Share held by Shareholders shall have a nominal value of 0.5 pence each and the number of shares held by Shareholders shall remain the same. Consequently, the market price of a New Ordinary Share immediately after the completion of the Share Capital Reorganisation should be the same as the market price of an existing Ordinary Share immediately prior to the completion of the Share Capital Reorganisation.

EGM

Set out at the end of this document is a notice convening the EGM to be held at Meriden House, 6 Great Cornbow, Halesowen, West Midlands, B63 3AB at 9.15a.m. on Friday 8 December 2006 (or such later time as the Annual General Meeting to be held at 9.00a.m. on the same day has concluded or been adjourned) at which, the following resolutions will be proposed:

Ordinary resolutions

1. That the freehold investment properties at 89a Waterfall Lane, 91 Waterfall Lane and 47 Scholars Walk be sold to Mr Russell Stevens at £620,000.
2. That the investing strategy outlined in this circular be approved.
3. 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 £1.1 million 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 resolutions

4. That each issued existing Ordinary Share be sub-divided and reclassified into one New Ordinary Share of 0.5 pence and one Deferred Shares of 4.5 pence.
5. That each unissued Ordinary Share be subdivided into 10 unissued New Ordinary Shares.
6. To amend the Company’s Articles of Association pursuant to the Share Capital Reorganisation.
7. 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 £1.1 million 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.

Share Certificates

Existing share certificates will remain valid following the Share Capital Reorganisation. No share certificates will be issued in respect of the Deferred Shares.

Action to be taken

You will find enclosed with this document a Form of Proxy for use at the EGM.

Whether or not you intend to be present at the meeting, you are requested to complete the Form of Proxy in accordance with the instructions therein and return in to the Company's registrars, Neville Registrars Limited, Neville House, Laurel Lane, Halesowen, West Midlands as soon as possible and in any event so that it is received no later than 9.15a.m. on 6 December 2006.

Recommendation

The Independent Directors consider, having consulted with John East & Partners Limited, that the terms of the Disposal are fair and reasonable insofar as its Shareholders are concerned.

Your Independent Directors unanimously recommend you to vote in favour of the Resolutions at the EGM as they intend to do in respect of their own beneficial holdings amounting to, in aggregate, 5,672,097 existing Ordinary Shares, representing 32.65 per cent. of the issued share capital of the Company.

In providing its advice to the Independent Directors, John East & Partners have taken into account their commercial assessment.

Yours faithfully

Brent Fitzpatrick
Senior Independent Director

Bidtimes Plc

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Bidtimes plc (“the Company”) will be held at Meriden House, 6 Great Cornbow, Halesowen, West Midlands, B63 3AB on 8 December 2006 at 9.15a.m. (or such later time as the Annual General Meeting to be held at 9.00a.m. on the same day has concluded or been adjourned), to consider and, if thought fit, pass the following resolutions of which resolutions numbered 1, 2 and 3 will be proposed as ordinary resolutions and resolutions numbered 4, 5, 6 and 7 will be proposed as special resolutions:

Ordinary Resolutions

1. That the freehold investment properties at 89a Waterfall Lane, 91 Waterfall Lane and 47 Scholars Walk be sold to Mr Russell Stevens at £620,000.
2. That the investing strategy set out in the circular to shareholders of the Company dated 14 November 2006 be and is hereby approved.
3. 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 £1.1 million 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 Resolutions

4. THAT, conditional upon resolution 3 set out in the Notice convening this meeting, being passed each of the 17,373,523 issued ordinary shares of 5 pence each in the capital of the Company be sub-divided and redesignated into one ordinary share of 0.5 pence each and one deferred share of 4.5 pence each subject to the rights set out in Article 6 of the Company’s Articles of Association (to be altered pursuant to resolution 6 below).
5. THAT, conditional upon resolution 1 set out in the notice convening this meeting, being passed each of the 22,626,477 authorised but unissued ordinary shares of 5 pence each be sub-divided and redesignated into 10 ordinary shares of 0.5 pence each subject to the rights set out in Article 6 of the Company’s Articles of Association (to be altered pursuant to resolution 6 below).

6. That conditional upon resolution 5 above being passed, the Company's Articles of Association be and are hereby altered by:-

6.1 the deletion of existing Article 3 and the insertion of a new Article 3 as follows:-

"The authorised share capital of the Company is £2,000,000 divided into 40,000,000 ordinary shares of 0.5 pence each and 360,000,000 deferred shares of 4.5 pence each."

6.2 the insertion of the following new Article 6 and renumbering of existing Article 6 and all subsequent Articles and renumbering all subsequent Articles:

"Deferred Shares"

Any deferred shares in issue shall have the following rights and shall be subject to the following restrictions:

i Return of Capital

On the winding up of the Company, after the holders of ordinary shares have received the aggregate amount paid up thereon plus £100 per ordinary share, there shall be distributed amongst the holders of the deferred shares an amount equal to the nominal value of the deferred shares and thereafter any surplus shall be distributed amongst the holders of the ordinary shares *pro rata* to the number of ordinary shares held by each of them respectively.

ii Dividends

The deferred shares shall not carry any entitlement to dividends.

iii Purchase

The Company may purchase, in accordance with the Companies Act 1985, all the deferred shares in issue at any time for no consideration. Pending such purchase, each holder of deferred shares will be deemed to have irrevocably authorised the Company, at any time:

- (a) to appoint any person to execute (on behalf of the holders of the deferred shares) a transfer thereof and/or an agreement to transfer the same to the Company or to such person or persons as the Company may determine as custodian thereof;
- (b) pending such transfer, to retain such holder's certificate for the deferred shares.

iv **Voting**

The deferred shares will not confer on the holders thereof any entitlement to receive notice of or to attend or vote at any general meetings of the Company.

v **Further participation**

Except as provided above, the deferred shares shall carry no right to participate in the profits or assets of the Company.

vi **Variation of rights**

The rights attaching to the deferred shares shall not be or deemed to be varied or abrogated by the passing of any resolution of the Company reducing its share capital or canceling the deferred shares but so that none of the rights or restrictions attached to the deferred shares shall be or be deemed to be varied or abrogated in any way by the passing or coming into effect of any special resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a special resolution to reduce the capital paid-up or to cancel such deferred shares) provided that up on a cancellation of all the deferred shares the Company's Articles of Association shall automatically be altered by the deletion of Article 6."

7. 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 £1.1 million 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

By order of the Board
Russell Stevens
Chairman and Managing Director
15 November 2006

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, 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 41 of The Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register at 9.15a.m. on 6 December 2006 shall be entitled to attend or vote at the Extraordinary 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 Extraordinary General Meeting.

Bidtimes Plc

Extraordinary General Meeting to be held on 8 December 2006

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 Extraordinary General Meeting of the Company to be held at 9.15a.m on Friday 8 December 2006 (or such later time as the Annual General Meeting to be held at 9.00a.m. on the same day has concluded or been adjourned) 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 three freehold property investment sales to Mr Russell Stevens		
2. To approve the investment strategy of the company		
3. To provide the directors with the authority to allot relevant securities up to an aggregate nominal value equal to £1.1 million of the authorised but unissued share capital of the Company pursuant to section 80 of the Companies Act 1985.		

Special Resolutions

4. That each existing issued ordinary share of 5p each be sub-divided into one new ordinary share of 0.5p each and one deferred shares of 4.5 pence each		
5. That each authorised but unissued ordinary share of 5p each be sub-divided into 10 new ordinary shares of 0.5 pence		
6. To amend the Company's Articles of Association pursuant to the share capital reorganisation		
7. 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 £1.1 million of the authorised but unissued share capital of the Company.		

Dated _____ 2006

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 copy of it certified by a notary) must be lodged with the Company with the proxy form.