

Gisajob Limited
(Registered Number 2734099)

Directors Report and Financial Statements
for the 9 Months ended 31 December 2004



Gisajob Limited

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Gisajob Limited

Directors

Harvey Sinclair
Steve Wright
D Brown (resigned 4th May 2004)

Secretary

Steve Wright
L A Logan (resigned 4th May 2004)

Registered office

Beaumont House
Kensington Village
Avonmore Road
London
W14 8TS

Registered number

2734099

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
The Atrium
1 Harefield Road
Uxbridge
UB8 1EX

Gisajob Limited

Directors' Report for 9 Months ended 31 December 2004

The directors present their report and the audited financial statements of the Company for the 9 Months ended 31 December 2004.

Gisajob Limited became a wholly owned subsidiary of the hotgroup plc on the 4th May 2004.

Principal activity

The company's principal activity is the provision of Internet based recruitment solutions on an application service provider basis.

Gisajob Limited provides a comprehensive range of Internet recruitment services to Employers, Advertising Agencies, Recruitment Agencies, Franchisees and Job Seekers.

Review of the business

The results for the period and the financial position at the period end were considered satisfactory by the directors. The directors are pleased with the ongoing integration of the company's operations into the online division of the hotgroup plc

Future developments

The directors look forward to the future with optimism.

Results and Dividends

The company's loss for the financial period was £4,916 (March 2004: profit of £87,595), which will be deducted from reserves. The directors do not recommend the payment of a dividend (March 2003: £45,000).

Directors

Directors who served the company up to the signing of the accounts were as follows:

Harvey Sinclair

Steve Wright

Dan Brown (resigned 4 May 2004)

Directors' Interests

H Sinclair and S D Wright are also directors of the ultimate parent company during the period, the hotgroup plc, and their interests were disclosed in that company's accounts. The directors had no other interests in the company or any other body corporate in the group that are required to be disclosed under Schedule 7 of the Companies Act 1985.

Gisajob Limited

Directors' Report for the 9 Months ended 31 December 2004 (Continued)

Statement of Directors' responsibilities

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 and of the profit or loss of the Company for that period. In preparing those financial statements the directors are required to:

- Select suitable accounting practices and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- Prepare 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 which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

PricewaterhouseCoopers LLP were appointed as auditors during the period, and have indicated their willingness to continue in office. A resolution concerning their reappointment will be proposed at the Annual General Meeting in accordance with Section 235 of the Companies Act 1985.

Signed on behalf of the Board



Harvey Sinclair
Director

Gisajob Limited

Independent Auditors' Report to the Shareholders of Gisajob Limited

Independent auditors' report to the members of Gisajob Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable 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 issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 directors' report 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 is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

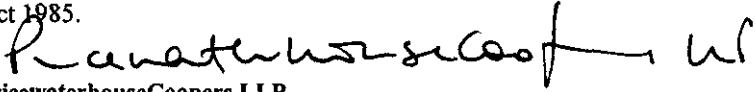
Basis of audit opinion

We conducted our audit in accordance with 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2004 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
West London

30 January 2006

Gisajob Limited

Profit And Loss Account for the 9 months ended 31 December 2004

		9 months ended 31 December 2004	Year ended 31 March 2004
	Note	£	£
Turnover		107,332	288,382
Cost of sales		-	-
Gross profit		107,332	288,382
Administrative costs		(116,000)	(180,711)
Operating (loss)/ profit	3	(8,668)	107,671
Interest receivable and similar income		1,138	964
Interest payable and other similar charges		-	(644)
(Loss)/profit on ordinary activities before taxation		(7,530)	107,991
Taxation on (loss)/profit on ordinary activities	4	2,614	(20,396)
(Loss)/profit for the financial period		(4,916)	87,595
Dividends	5	-	(45,000)
Retained (Loss)/profit		(4,916)	42,595

All results derive from continuing operations.

The company has no recognised gains or losses other than the loss for the current period and previous year, and therefore no separate statement of total recognised gains or losses has been presented.

There are no material differences between the loss on ordinary activities before taxation and the retained loss for the period stated above and their historical cost equivalents.

The notes on pages 7 to 13 form part of these financial statements.

Gisajob Limited

Balance Sheet as at 31 December 2004

	<i>Note</i>	31 December 2004 £	31 March 2004 £
Fixed assets			
Tangible assets	6	3,348	23,490
Current Assets			
Debtors	7	40,844	67,941
Cash		138,711	56,703
		179,555	124,644
Creditors - amounts falling due within one year	8	(79,530)	(38,231)
Net current assets		100,025	86,413
Total assets		103,373	109,903
Provisions for liabilities and charges	9	-	(1,614)
Net assets		103,373	108,289
Capital and reserves			
Share capital	10	100	100
Profit and loss account		103,273	108,189
Total equity shareholders funds	11	103,373	108,289

The financial statements on page 5 to 13 were approved by the Board of Directors on 30 January 2006 and signed on its behalf by:



H Sinclair
Director

The notes on pages 7 to 13 form part of these financial statements.

Gisajob Limited

Notes to the financial statements for the 9 months ended 31 December 2004 (continued)

1 Accounting Policies

Accounting convention

These financial statements are prepared on the going concern basis, because the ultimate Parent Company has committed its support, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Cash flow statement

The company is a wholly owned subsidiary of the hotgroup plc and is included in the consolidated financial statements of that company, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996).

Related Party Disclosures

The company is a wholly owned subsidiary of the ultimate parent undertaking, the hotgroup plc. The company is exempt under Financial Reporting Standard 8 from the disclosure of transactions with entities that are part of the group headed by the hotgroup plc on the grounds that more than 90% of the voting rights are controlled within the group.

Turnover

Turnover represents the invoiced amount of services provided during the period stated net of value added tax. Turnover from subscriptions to online recruitment services is apportioned over the period to which the contract relates. All turnover arises in the United Kingdom.

Deferred Income

The company recognises revenue over the period of the sales contract. The deferred income balance represents that proportion of turnover which relates to the unextinguished term of sales contracts existing at the balance sheet.

Tangible fixed assets

Tangible fixed assets are carried at cost less depreciation and impairment. The cost includes all necessary cost to bring the asset to working condition intended for use. Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost of each asset evenly over its expected useful life.

The annual rates in use are generally as follows:-

Leasehold improvements	- over the period of the lease
Computer and Office equipment	- 25% - 33.3% on cost

The depreciation is pro-rated in the periods of acquisition and disposal of assets.

Gisajob Limited

Notes to the financial statements for the 9 months ended 31 December 2004 (continued)

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

2 Staff costs

	9 months ended 31 December 2004 £	Year ended 31 March 2004 £
Wages and salaries	7,955	35,787
Social security costs	753	3,039
Other pension costs	185	4,704
	8,893	43,530

The average monthly number of employees during the year was as follows:

	9 months ended 31 December 2004	Year ended 31 March 2004
	-	4

The employees of the business were transferred to Hotonline Limited during the year. Employee costs are recharged from Hotonline along with other operating costs. As a consequence no split of employees is shown in the financial statements after the date that was affected from.

Gisajob Limited

Notes to the financial statements for the 9 months ended 31 December 2004 (continued)

Directors' Emoluments

	9 months ended 31 December 2004 £	Year ended 31 March 2004 £
Aggregate emoluments	-	-

A Reeves and S D Wright are also directors of the ultimate parent company, the hotgroup plc and their emoluments are disclosed in that company's financial statements.

3 (Loss)/profit on ordinary activities before taxation

The (loss)/profit on ordinary activities before taxation is stated after charging:

	9 months ended 31 December 2004 £	Year ended 31 March 2004 £
Depreciation – of owned fixed assets	2,347	6,489
Loss on disposal of fixed assets	9,070	17,790

Audit costs in respect of this company were borne by the hotgroup plc, the ultimate parent company of Gisajob Limited.

Gisajob Limited

Notes to the financial statements for the 9 months ended 31 December 2004 (continued)

4 Taxation

The tax charge on the (loss)/profit on ordinary activities for the period was as follows:

	9 months ended 31 December 2004	Year ended 31 March 2004
	£	£
Tax on (loss) / profit on ordinary activities		
(a) Analysis of charge in period		
UK corporation tax on (loss) / profits for this period	-	18,782
Deferred taxation – current period	(2,614)	1,614
Current tax charge/(credit) for period	(2,614)	20,396

(b) Factors affecting the tax charge

The tax assessed for the period is higher (31 March 2004: lower) than the standard rate of corporation tax in the UK (30%). The differences are explained below:

(Loss) / profit on ordinary activities before tax	(7,530)	107,991
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (31 March 2004: 30%)	(2,259)	32,397
Effects of:		
Expenses not deductible for tax purposes	600	909
Depreciation for period in excess of /(less than) capital allowances	2,188	(3,650)
Profit taxable at a lower rate	(64)	(10,874)
Group relief claimed for nil payment	(465)	-
Total current corporation tax charge / (credit)	-	18,782

(c) Factors affecting the future tax charge

There are no factors of which the directors are aware that will affect the future tax charge.

(d) Deferred tax asset

Temporary differences for which deferred tax is recognised:

Fixed asset timing differences	1,000	-
	1,000	-

The deferred tax is included in the financial statements at a corporation tax rate of 30% (31 March 2004: 30%). In the opinion of the directors, the company will generate sufficient future taxable profits to utilise the asset.

Gisajob Limited

Notes to the financial statements for the 9 months ended 31 December 2004 (continued)

5 Dividends

	31 December 2004	31 March 2004
Ordinary shares £nil per share (2004: £450 per share)	-	45,000

6 Tangible fixed assets

	Website Development £	Motor vehicles £	Computer equipment £	Total £
<i>Cost:</i>				
At 1 April 2004	-	16,470	21,862	38,332
Disposals	-	(16,470)	(10,931)	(27,401)
Additions	1,975	-	-	1,975
At 31 December 2004	1,975	-	10,931	12,906
<i>Depreciation:</i>				
At 1 April 2004	-	419	14,423	14,842
Disposals	-	(419)	(7,212)	(7,631)
Charge for period	221	-	2126	2347
At 31 December 2004	221	-	9,337	9558
Net book amounts				
At 31 December 2004	1,754	-	1,594	3,348
At 1 April 2004	-	16,051	7,439	23,490

7 Debtors – amounts falling due within one year

	31 December 2004 £	31 March 2004 £
Trade debtors	35,678	40,336
Prepayments	4,166	3,119
Deferred tax asset	1,000	-
Directors current account	-	24,486
	40,844	67,941

Gisajob Limited

Notes to the financial statements for the 9 months ended 31 December 2004 (continued)

8 Creditors – amounts falling due within one year

	31 December 2004	31 March 2004
	£	£
Trade creditors	1,895	710
Other creditors	3,317	-
Social security and other taxes	-	14,076
Taxation	20,861	18,782
Accrued expenses	4,955	4,663
Amounts owed to group undertakings	48,502	-
	<u>79,530</u>	<u>38,231</u>

Amounts owed to group companies are unsecured, interest free and repayable on demand.

9 Provisions for Liabilities and Charges

	31 December 2004	31 March 2004
	£	£
Deferred tax	-	1,614

A deferred tax asset of £1,000 has been recognised in the current year (note 7)

	31 December 2004
Deferred tax balance brought forward (above)	(1,614)
Tax credit	2,614
Deferred tax balance carried forward (see note 7)	<u>1,000</u>

10 Share capital

	Authorised No.	£	31 December 2004 and 31 March 2004 Allotted called up and fully paid	£
			No	
Ordinary shares of £1 each	1,000	1,000	100	100

Gisajob Limited

Notes to the financial statements for the 9 months ended 31 December 2004 (continued)

11 Reconciliation of movements in shareholders' funds

	9 months ended 31 December 2004 £	Year ended 31 March 2004 £
Opening shareholders' funds	108,289	65,694
(Loss)/profit for the financial period	(4,916)	42,595
Closing shareholders' funds	103,373	108,289

12 Directors current account

An outstanding current accounts receivable from D Brown was settled during the period following the acquisition of Gisajob by the Hotgroup plc. The balance was unsecured and did not carry interest.

	31 December 2004 £	31 March 2004 £
Amount brought forward	24,486	24,486
Maximum amount during the period	24,486	24,486
Amount carried forward	-	24,486

13 Ultimate parent undertaking and controlling party

The immediate and ultimate parent undertaking and controlling party during the year ended 31 December 2004 was hotgroup plc, a company incorporated in England. The hotgroup plc was the smallest and largest undertaking to consolidate these financial statements at 31 December 2004. Copies of the group financial statements of the hotgroup plc may be obtained from the Company Secretary, the hotgroup plc, Beaumont House, Kensington Village, Avonmore Road, London W14 8TS.

Subsequent to the acquisition outlined in note 13, the ultimate parent undertaking is Trinity Mirror plc, a company registered in England and Wales, Trinity Mirror plc's registered office is One Canada Square, Canary Wharf, London, E14 5AP.

14 Post Balance Sheet Events

On 30 August 2005, the Board of the hotgroup plc, the ultimate parent company at that time, announced its agreement to the terms of a recommended cash offer to be made for the company by Trinity Mirror plc. On 26 October 2005 this offer was declared wholly unconditional by Trinity Mirror plc.