Annual Report 2009

PEOPLE VALUE GROWTH SAFETY ESSENTIALS

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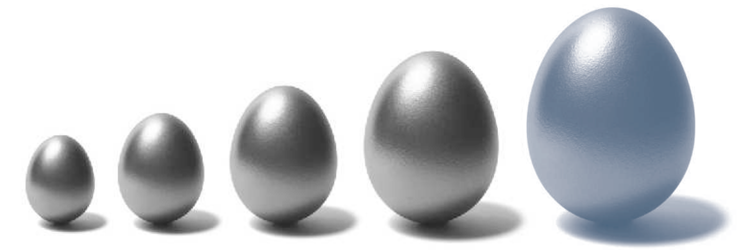
datacentrix

GROWTH

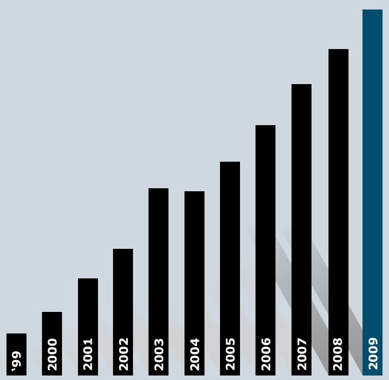
FINANCIAL AND OPERATIONAL HIGHLIGHTS



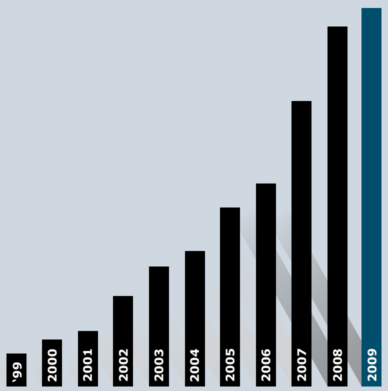
VISION

Datacentrix intends to become the preferred ICT partner to the majority of South Africa's corporate and public sector organisations over the next five years.

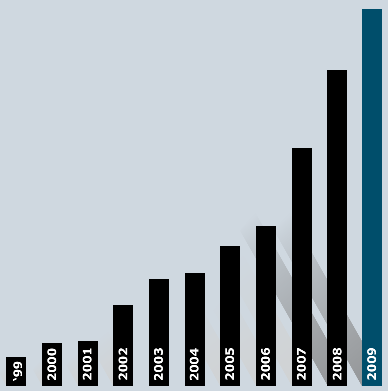
- **Revenue increased 12% to more than R1.5 billion**
- **EBITDA increased 5% to R165.5 million**
- **Basic earnings per share (EPS) increased 18% to 61.5 cents**
- **Basic headline earnings per share (HEPS) increased 18% to 61.5 cents**
- **Cash on hand of R232.8 million, with no interest-bearing debt**
- **Cash generated from operations of R132.6 million**
- **Final dividend declared of 17.0 cents per share, bringing annual dividend to 30.0 cents per share**
- **Tangible net asset value per share increased 24% from 141.3 to 175.4 cents per share**



Revenue - R1.5 billion



EBITDA - R165.5 million



HEPS - 61.5 cents

CONTENTS

STRONG GROWTH, CLEAR RESULTS

OUR BUSINESS

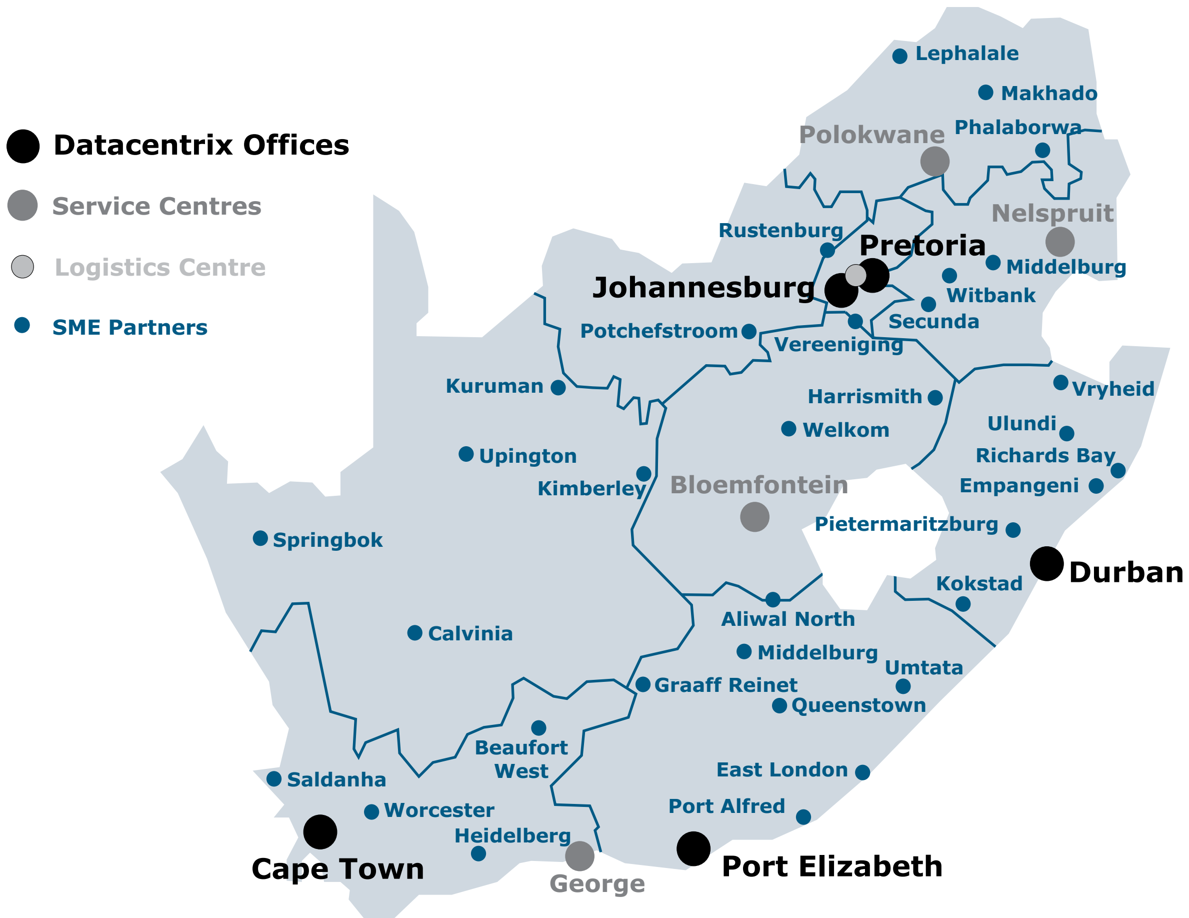
Datacentrix is a leading, empowered ICT integrator that provides high performing and secure ICT solutions to corporate South Africa and the country's public services sector. The company listed on the JSE Limited in 1998.

OUR FOOTPRINT

Datacentrix operates from regional branch offices in Pretoria, Samrand, Johannesburg, Cape Town, Port Elizabeth and Durban. A network of small medium enterprises (SMEs) and service personnel around South Africa are responsible for servicing remote areas.

OUR MISSION

Datacentrix strives to maximise stakeholder wealth by providing leading solutions in the core ICT areas of infrastructure, business solutions, outsourcing and other related IT services to enterprise South Africa. To achieve this, Datacentrix invests in its people through training and education, embracing broad-based black economic empowerment, while actively partnering and representing leading technology partners with distinction.



OUR PARTNERS

Datacentrix' global partnerships with its technology partners remain critical to the company's success. The company is accredited by its vendors at the highest possible level both in the technical and sales arenas, which enhances the company's strategic value as a single source service provider. Some of these key partners include Hewlett Packard, IBM and Microsoft.

OUR FOCUS

The group's business activities focus on the following areas:

Infrastructure and Managed Services
The Datacentrix Infrastructure and Managed Services division offers large-scale IT infrastructure hardware and software solutions. It provides professionally managed infrastructure cycles from design to operation including implementation, remote monitoring and maintenance.

The division is a cost effective partner for the supply, installation and maintenance of equipment over its entire lifecycle. Its support services include procurement, setup and configuration, logistics and deployment, through to ongoing management and maintenance services.

Business Solutions
Datacentrix Business Solutions extends the life of key systems investments and improves the usefulness of information by providing superior business insight into all business functions. It customises and integrates software applications and data in order to enhance data processing and automate workflow.

FIVE YEAR REVIEW

	2009	2008	2007	2006	2005
Revenue (R'000)	**1 513 322**	1 346 971	1 201 904	1 034 397	882 205
EBITDA (R'000)	**165 534**	157 096	124 564	88 661	78 084
Total assets (R'000)	**610 333**	548 529	457 345	450 141	367 709
Cash holdings (R'000)	**232 841**	221 896	173 841	165 615	167 146
HEPS (cents)	**61.5**	52.0	40.4	28.7	25.7
EPS (cents)	**61.5**	52.0	40.0	25.5	21.5
Net asset value (cents)	**184.2**	150.4	127.0	124.9	109.4
Tangible net asset value (cents)	**175.4**	141.3	118.6	116.2	96.6
Actual number of shares in issue ('000)#	**195 785**	195 785	195 655	195 647	195 801
Number of employees	**820**	707	670	568	567
Group EE: % Black staff	**53%**	51%	51%	51%	51%
Group EE: % Designated staff	**66%**	66%	66%	67%	66%

EBITDA: Earnings before interest, taxation, depreciation and amortisation
EE: Employment Equity # Adjusted for treasury shares

THE FUNDAMENTALS

COMPANY OVERVIEW (continued)

DATACENTRIX INFRASTRUCTURE AND MANAGED SERVICES

The Datacentrix Infrastructure and Managed Services division offers large-scale IT infrastructure hardware and software solutions. It provides professionally managed infrastructure cycles from design to operation - including implementation, remote monitoring and maintenance. The procurement and deployment of leading edge computer systems has been a core business line at Datacentrix since its establishment. The company's technology expertise spans both Windows and UNIX environments.

The focus on Infrastructure includes:

Data Centre Solutions
The Enterprise business unit removes the time and the risk factors from data centre design and installation. The unit's intelligent server and storage solutions process, store, protect and manage client data efficiently, reliably and flexibly.

Networking
The Networking business unit provides network, optimisation and unified communication solutions to enterprise clients. This comprehensive suite of network solutions and services encompasses all enterprise network requirements, from requirements definition, procurement, implementation, through to management and support.

Enterprise Systems Management (ESM)
The ESM business unit architects enterprise management toolset solutions that help network administrators deliver network control and predictability in managing network services and assets.

Software Infrastructure Solutions (licensing and services)
Datacentrix provides software offerings - including infrastructure and messaging systems and systems management solutions - to enterprise clients. The services span the entire software lifecycle from requirements definition, procurement, implementation, through to licensing management.

Security
Datacentrix provides a comprehensive range of information security products, services and solutions. The company's solutions stretch from protecting clients' most valuable information assets on the desktop, to the most advanced, state of the art non-repudiation, application and transaction security systems.

End User Computing (volume products)
Datacentrix is one of South Africa's largest value added resellers - providing volume IT hardware to corporate clients and public service organisations across the country. The company offers complete technical support packages and is authorised to conduct warranty and non-warranty repairs on all Hewlett Packard, IBM and Lenovo products.

Logistics
The business unit plans, procures, manages, and moves high-tech equipment and goods by road, rail and air, to the whole of South Africa. Datacentrix ensures that its infrastructure clients receive their equipment in time and without damage - every time.

HEALTHY SYSTEMS, BEST-FIT SOLUTIONS

The Datacentrix Infrastructure and Managed Services division ensures maximum infrastructure uptime for its clients through the provision of systems deployment, management and support services. These services range from procurement, setup, configuration and deployment through to ongoing management and maintenance services.

The focus on Managed Services includes:

Outsource Services
Offers clients an opportunity to use outsourcing as a business tool, and to leverage the economies, efficiencies and know-how that Datacentrix' outsourcing model provides.

Resourcing
Provides select on-site human resources that add further value to client operations and which are underlined by an in depth understanding of the client's short- and long-term resourcing requirements.

Managed Print Services (MPS)
Achieves user efficiency, not only in terms of cost savings, but also through cutting the average time to print documents by increasing device availability. MPS provides organisations with access to fast, reliable, state of the art equipment for a best-fit solution.

Hardware Services
Provides lifecycle services for desktop, notebook, printer and server equipment from procurement to end-of-life decommissioning. In-warranty services are rendered on behalf of Hewlett Packard, IBM and Lenovo.

Projects
Ensures that project deliverables are met within time and budget constraints, and that client expectations are exceeded. Whatever the project, be it an infrastructure roll-out, upgrade, re-location or decommission, the Projects business unit provides complete lifecycle involvement - from solution analysis and implementation, to testing and post-implementation evaluation.

Service Desk
Operates internally with highly trained personnel using proven processes to support users and clients. An integrated technology layer underpins the service desk model and enables the team to support computer hardware systems, software applications, Internet and Intranet environments and business systems.

DATACENTRIX BUSINESS SOLUTIONS

The Datacentrix Business Solutions division offers a line of integrated, adaptable business management solutions that automate and streamline business processes in a way that helps drive business success.

Customising and integrating software applications and data helps businesses enhance data processing and automates business processes. This provides decision makers with greater insight into all the business functions from supply chain, manufacturing, sales and customer relationship management to finance.

The focus on Business Solutions includes:

Business Process Management (BPM)
BPM simplifies and streamlines business processes, ensuring that the right work is delivered to the right people at the right time. BPM optimises the processing time within a company's operations, saves costs and increases the efficiency of the business operations.

Enterprise Resource Planning (ERP)
The ERP business unit offers a line of integrated, adaptable business management solutions that automate and streamline financial and supply chain processes in a way that helps drive business success.

Business Intelligence (BI)
BI provides the ability to transform data into valuable information through data and information strategy, data warehousing, analytical applications and corporate reporting solutions.

Customer Relationship Management (CRM)
CRM helps assess the value of customer relationships and make them more productive. These tools help clients obtain better results from their sales and service business by enabling better responsive communications and high-quality service delivery.

Archiving
Datacentrix Business Solutions is a provider of data archiving, test data management, data privacy and data classification and discovery software. These offerings enable clients to overcome information management challenges and improve database performance.

Enterprise Content Management (ECM)
ECM helps clients manage and gain true value from their business content. This is achieved through an in-depth understanding of all types of content and managing the content from creation through to disposal.

The Datacentrix Business Solutions division provides the resources and expertise to create new systems definitions and extends the life of key systems investments.

Datacentrix has strengthened its empowerment credentials.
The company regained an "A" rating (Level Four Contributor) from EmpowerDex in an independent audit of its progress in the elements of BBBEE as required by the Department of Trade and Industry BEE Codes of Good Practice.

Empowerment Scorecard	Actual Score	Target Score
Enterprise development	15.00	15.00
Socio-economic development	5.00	5.00
Affirmative procurement	15.91	20.00
Ownership	10.39	20.00
Management control	11.00	20.00
Employment equity	7.95	15.00
Skills development	4.55	15.00
Total Score	**69.80**	**110.00**

COMMITMENT TO EQUALITY

Enterprise Development
Datacentrix commenced its Enterprise Development Programme in 1998 by partnering with a pool of black owned and empowered Small, Medium Enterprises (SMEs) to service and cover South Africa's widely dispersed geographical regions.

The main objective of this programme is to incorporate SME partners in various value adding operations as part of the delivery mechanism to clients; to build capacity within these enterprises; and also accelerate the development, sustainability and ultimate financial and operational independence of the same SME partners.

Socio-Economic Development
Datacentrix continuously seeks to accurately align itself with all the principles of good practice. Datacentrix believes in actively investing in socio-economic strategies that have the potential to deliver a positive, long-term impact on the company's business, clients, employees and the South African community. In that regard, Datacentrix' programme support is biased towards education and training.

Affirmative Procurement
Datacentrix annually reviews its supplier base and is committed to procure directly from those suppliers who have made significant progress in developing and supporting BBBEE.

Ownership
Direct black equity in Datacentrix was first established in 1998. Over time this shareholding has settled at a totally unencumbered equity of 10% of the business. There is further indirect black ownership via institutional shareholding and the share incentive scheme. It is Datacentrix' stated goal to improve this aspect as circumstances allow.

Management Control
Since listing in 1998, the black shareholders have exercised management control, including formally assuming the roles of CEO and Chairman. This involvement continues active participation in various processes of governance and operations, ranging from the board to management committees. In addition the two most senior positions in the company are occupied by black individuals.

Employment Equity
The group currently employs 820 employees of which 53% are black. 66% of the staff complement is previously disadvantaged.

Skills Development
This refers to the skills development expenditure for black employees on any program specified in the learning programme's matrix including learnerships.

Datacentrix' learnership programme is managed in conjunction with various accredited educational institutions that develop and provide the theoretical component of the programme. This includes the Datacentrix Microsoft Learning Academy, which offers an NQF level 5 (MCSE or MCSD) programme on a 12-month period. Based on the students' performance they have an equal opportunity to be permanently placed within the group.

PEOPLE

BOARD OF DIRECTORS & EXECUTIVE MANAGEMENT

NON-EXECUTIVE DIRECTORS

1 **Gary Morolo**
Chairman
BA, MBA, AEP
Date of appointment: August 1998
Other directorships: Aka Capital (Pty) Ltd, Savcio Holdings Ltd, Italtile (Pty) Ltd, Vametco Holdings

2 **Alwyn Martin**
Independent Director
BCom, CA (SA)
Date of appointment: May 2005
Other directorships: Trans Hex Group Ltd, Medi-Clinic Corporation Ltd, Barnard Jacobs Mellet Holdings Ltd, Petmin Ltd

3 **Joan Joffe**
Independent Director
BA (Mathematics)
Date of appointment: September 1998
Other directorships: Freeplay Foundation (Section 21 Company)

4 **Dudu Nyamane**
Independent Director
BA (Social Sciences)
Date of appointment: April 2008
Date of resignation: March 2009
Other directorships: South African Roads Agency Ltd, Insurance Sector Education and Training Authority

5 **Thenjiwe Chikane**
Independent Director
Chartered Accountant
Date of appointment: April 2009
Other directorships: Nedbank Group and Nedbank Ltd

EXECUTIVE DIRECTORS

6 **Ahmed Mahomed**
Chief Executive Officer
Date of appointment: March 2003
Appointed CEO: March 2008

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EXECUTIVE DIRECTORS (continued)

7 **Elizabeth Naidoo**
Financial Director
BCom, BAcc, CA (SA)
Date of appointment: October 2003

EXECUTIVE MANAGEMENT

8 **Johann Coetzee**
Managing Director: Infrastructure Commercial
BEng: Industrial Engineering, MBA

9 **Juane Peacock**
Managing Director: Coastal Infrastructure and Enterprise Content Management Solutions

10 **Charl Joubert**
Managing Director: Business Solutions
BCom (Hons) (Marketing)

11 **Vernon Tutton**
Managing Director: Managed Services
Diploma in Electronic Engineering

12 **Rainer Jeske**
Managing Director: Technology Solutions
Date of appointment: June 2008

COMMITTEES

Audit and Risk Committee
Alwyn Martin* (Chairman), Joan Joffe*, Thenjiwe Chikane*, Ahmed Mahomed# (Chief Executive Officer), Elizabeth Naidoo# (Financial Director)

Human Resource, Remuneration and Nominations Committee
Joan Joffe* (Chairman), Alwyn Martin*, Ahmed Mahomed# (Chief Executive Officer), Elizabeth Naidoo# (Financial Director)

** independent, non-executive director*
 # by invitation

MESSAGE FROM THE CHAIRMAN

Gary Morolo
Datacentrix Chairman

Datacentrix enters its second decade as a listed company in much the same depressed economic mood and financial and equities markets as when it listed a decade ago in 1998, albeit far more of a crisis now than was thought to be the case in 1998. Then Datacentrix had the courage to go ahead and list in an environment when the equities markets had collapsed.

As in the late nineties into the first couple of years of this century, the market has slowed down noticeably in the private sector, with IT projects pushed out or scaled down as companies freeze their spending and sweat out their infrastructure longer. Government spending on IT however remains robust as various departments continue to pursue more effective and efficient service delivery and to satisfy governance requirements. However this arena is keenly contested.

Our FY 2009 results, though not of the order typical of Datacentrix, are positive and commendable in a year that has been undoubtedly tough for most companies, including IT companies. It is a testament to Datacentrix tenacity, discipline and proven business model that we have shown growth in an environment that turned negative with the explosion of the sub-prime bubble in 2007. In 2009, Datacentrix is much bigger and the strongest it has ever been.

Thanks to Datacentrix' avowed strategy of focussing on the basics, i.e. sticking to our knitting and competencies, and tight operational management and disciplined working capital management, we have remained operationally and financially strong through this cash strapped period. Our cash conversion remains of the first order, with no bad debts. Except for our deliberate and planned investment in new high-level skills, we remain a low cost company with tight control on costs. The only key area of concern has been the relative lacklustre performance on the top line.

Datacentrix' product and service mix has been slowly evolving from small transactional deals to bigger, more complex solutions as we increasingly sell into the data centre as opposed to primarily the desktop environment. This has meant that deal cycles have become longer, with each deal having proportionately more potential impact on the bottom line than has been the case in the past. Deal slippage has consequently become an issue with potential significant impact on the bottom line in any reporting period. On the positive side, an intended effect has been to begin to make Datacentrix a more strategic long-term partner to clients as opposed to merely a purveyor of infrastructure hardware and services.

Growth Strategy

Datacentrix has hitherto avoided acquisition as a primary growth strategy and we believe experience in the market place has vindicated our approach. We have therefore continued to grow organically and have in the past year invested significantly in targeted new skills and competencies higher up the value chain. This investment is evident in a higher salary cost than was expected. This has also had the unwelcome but expected consequence of depressing current profitability as this type of expense runs significantly ahead of revenues.

High-end expertise and more complex solutions have been reorganised and bundled to create new exciting offerings. Datacentrix now finds itself in a position to credibly bid for projects the size and complexity of which we would not have attempted a few years ago. These offerings remain within the core competencies and business model of Datacentrix but higher up the value chain. The resultant growth in one of our identified growth areas, enterprise, has been satisfying, with further sizable prospects under evaluation. The growing challenge for Datacentrix has been the ability to position ourselves effectively at both ends of the value chain continuum, and our move up the value chain is eroding our ability to position ourselves effectively at the lower or commoditised end as well. That said, the traditional infrastructure and services business continues to be the engine for Datacentrix and is providing both the competency and financial platform for the growth of our newer initiatives.

On the other hand, we have not seen the growth in the Solutions business that we would have liked to see and reasonably expect. Two other areas

PROUD PAST, PROMISING FUTURE

identified as growth areas in the past, selective outsourcing and the Johannesburg region have, not surprisingly, experienced a fiercely competitive environment leading to an adjustment in the timing of our expectations.

Black Economic Empowerment

Datacentrix has regained its EmpowerDex A rating and is again a Level Four (4) Contributor, with realistic prospects of achieving Level Three (3) Contributor status. Achievement on the majority of indices is high and is targeted for further improvement. However, no solution to black equity participation, the key area where Datacentrix underperforms relative to the other indices, was achieved in the year under review despite a variety of initiatives pursued by the board.

These efforts are ongoing albeit in a much tougher environment to raise either debt or equity, especially for empowerment transactions. A key goal for the board remains to find a solution that would preferably also bring staff into significant equity ownership as part of retention strategy of key management and technical staff.

Board Changes

Datacentrix experienced unplanned rotation at board level, with the departure of Mr. Israel Skosana and Ms. Dudu Nyamane. During the course of the year, both Mr. Skosana and Ms. Nyamane respectively assumed additional responsibilities, which made it difficult for them to continue serving on the board. Their contribution has been important and has helped guide Datacentrix through a difficult trading environment and grappling with key BEE and staff retention issues. The board wishes to extend its gratitude to Mr. Skosana and to Ms. Nyamane.

The board is happy to announce the appointment of Ms. Thenjiwe Chikane to the board. Ms. Chikane rejoins the board after serving for a brief period.

Prospects

Datacentrix expects to hold its own and at least maintain market share in an evidently tough and deteriorating environment.

An integral part of Datacentrix' business model has always been to focus on "must have" instead of "nice to have" offerings. That way we ensure that we continue to play in that space that despite tough financial times and tight budgets, will continue to have at least a minimum level of budget necessary to keep corporate entities operational from an IT perspective. Indeed in some instances some corporates are looking to IT to achieve much needed operational savings.

We have targeted particular areas for growth, which we have invested in and continue to invest in a deliberate and controlled fashion. However most importantly, due regard will also be given in the coming year to the need to contain costs and to conserve capital.

The board has every expectation of remaining profitable and showing growth in the coming year and has the confidence in management to continue with the application, dedication, and execution capability that has ensured good results in the past.

Acknowledgements

The staff of Datacentrix has excelled in ensuring that a decent performance was achieved in this year and the board wishes to acknowledge and to thank them. We also acknowledge our key technology partners that have helped us to remain competitive in our offerings.

Lastly, I thank the board for executing their responsibility throughout the year with fortitude and aplomb in challenging circumstances. Their support and counsel has been invaluable.

Gary Morolo
Chairman

GROWTH

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

Ahmed Mahomed
Datacentrix Chief Executive Officer

Datacentrix is pleased to announce its annual financial results for the year ended 28 February 2009 within the context of the general challenging economic climate. Gross revenue increased by 12% to R1.5 billion and EBITDA grew 5% to R165.5 million. Both headline earnings per share and basic earnings per share increased by 18% to 61.5 cents. Strong operating cash flows were generated at R132.6 million resulting in R232.8 million cash on hand, with no interest-bearing debt. Tangible net asset value improved by 24% to 175.4 cents.

EBITDA margins were at a healthy 11% in an increasingly competitive environment.

Operational Review

Datacentrix has shown resilience in its performance over the past year, in a deteriorating economic environment, with most divisions showing reliable performances. Strategically targeted growth areas have shown encouraging development and the group will continue to cautiously invest in these offerings and services, which are closely aligned to the core focus of the businesses.

Investment in People

Datacentrix' investment in technical, sales and managerial resources remains a facet of its organic growth strategy. The group has created and is investing in a focused technology solutions competency to drive growth.

The loss of specific scarce skills remained a challenge in the second half, as companies compete to attract and retain these resources. The trend is expected to slow as negative trading conditions continue. Staff complement grew to 820 employees, an increase of 113 staff members over the year. The increase was driven by requirements in the resources and outsourcing businesses, and an investment in key technical skills in targeted growth areas.

Infrastructure and Managed Services

The year has been positive but challenging for the Infrastructure and Managed Services division, with public sector showing healthy growth. Encouraging performances were noted in new target growth areas, including the Managed Print Services, Security, Resourcing and Microsoft Software Services businesses. The division continues to be a leading provider for the supply, deployment, maintenance and support of integrated IT infrastructure.

Datacentrix has furthermore invested heavily in enhancing its infrastructure services capability. This investment in improved operational capacity of the division is in support of its infrastructure solutions portfolio and an ever increasing client footprint. The group continues in its single minded approach to uncompromising service delivery to which its clients have become accustomed.

The division strengthened its Managed Print Services execution engine and increased efficiencies resulting in improved profitability. The business unit has won significant deals in the year under review and clients continue to show a keen interest in the value proposition provided by this offering.

The division is encouraged by the success achieved in the recently formalised Resourcing business unit, which focuses on the provision of selected, on-site resources to meet client specifications. The unit is positioned to assist its clients address the high demands placed on businesses to become cost efficient in today's challenging environment, by providing a flexible staff resourcing solution.

The Datacentrix Security business unit is updating the initial version of its biometrics security solution and is currently in the final stage of completing its second major installation. The company is encouraged by the developments in the focused Networking business unit addressing two main areas: bandwidth optimisation - dealing with solutions designed to improve bandwidth utilisation, latencies and efficiencies; and the provisioning of network infrastructure focusing on new network technologies. In addition the Enterprise Systems Management business unit provides management solutions spanning basic network management through to application management.

The Infrastructure and Managed Services division continues to ensure that it holds the highest sales, pre-sales and technical vendor accreditations, ensuring that it remains the most cost effective partner for the supply, installation and ongoing maintenance of equipment, over the entire lifespan of such equipment. This commitment to technical excellence has contributed to Datacentrix garnering a number of accolades from its vendors.

The group has met service level agreement objectives set to maintain the highest level of client satisfaction. Services focuses on assisting clients at every stage of the product lifecycle - ranging from needs determination, product evaluation, configuration, installation and support. This is in line with the continuous Service Improvement Program, which the company ascribes to in order to meet and exceed client needs and expectations.

Business Solutions

The Business Process Management (BPM) business unit remains focused on workflow and data-mining and has shown very good growth in the year under review. Datacentrix is the only Platinum Partner of Sourcecode / K2 Workflow in South Africa. The business unit develops on the latest K2 Workflow server technology called "K2 BlackPearl" and has standardised on Microsoft SharePoint as a document file repository, typically for all the electronic forms that are automated by BPM systems. The Enterprise Resource Planning business, whilst profitable, remains under pressure and it is anticipated that this will remain so in the year ahead.

The Enterprise Content Management business was adversely affected by Opentext withdrawing access by resellers to their SAP archiving solution. SAP was granted exclusive rights to sell this offering. The business is transitioning to becoming increasingly product agnostic and services led, focused primarily on the enterprise content management and information lifecycle management space.

Clients

The group believes that Datacentrix' loyal client base can be credited to its strong value proposition, execution capability, expertise and ability to integrate offerings across all lines of business. In the context of the current economic slowdown, organisations will focus on efficiencies and driving down cost, including IT cost, to preserve bottom lines. Datacentrix is well positioned to assist its clients in this regard.

Quality Management

Datacentrix was re-awarded the Telkom Process Control Release accreditation in November 2008, for the fourth consecutive year. The certification is valid for a year and is based on ISO 9001 quality standards. Datacentrix has affirmed its commitment to quality through the focus of a dedicated department on quality awareness and efficiencies throughout the group.

The fact that Datacentrix is process driven with specific personnel focused on client satisfaction, supplier performance and execution, allows for confidence around quality, operational procedures and cost management. Each area within the organisation is measured and monitored continually against desired requirements. The Quality Committee is aligned to complement legal compliance and the group's BEE strategy.

Industry Review

Datacentrix continues to closely monitor local industry trends and the impact of the current economic climate on the IT industry nationally and globally. Many companies are cutting costs in the face of dwindling revenues. This type of rationalisation has led to a number of South African IT companies restructuring and retrenching staff, creating opportunities in the market.

In addition, the fluctuating rate of exchange has influenced local clients, with the weaker Rand affecting the cost of technology. This combined with the deteriorating economic conditions is impacting negatively on IT priorities and spend.

Prospects

The macroeconomic environment remains challenging and uncertain, resulting in reduced visibility of future trading conditions. It is expected that demand will remain inhibited, but Datacentrix is well positioned to face these challenges. Future growth for the Datacentrix group will be principally organic, supplemented by selective acquisition of pockets of excellence in identified growth areas. The company will continue with its current strategy of growing business within existing clients, particularly in terms of the newer offerings.

The current climate has the potential to stimulate consolidation in the market, offering opportunities to access new clients in the commercial space. The focus on security will continue, specifically on biometrics and access management, whilst growth is expected in virtualisation and storage technologies. In addition, workflow has been identified as a key growth area, with cash-strapped businesses needing to operate more efficiently and cut costs. Additional areas of focus include Managed Print Services, Selective Outsourcing, Resourcing and Networking.

Ahmed Mahomed
Chief Executive Officer

CORPORATE GOVERNANCE REPORT

Good governance has always been and will always be a top priority for the board of directors and group management, and our commitment to the highest level of governance is again recorded. As such, the company complies in all material respects with the recommendations as contained in the Code of Corporate Practices and Conduct as contained in the King Report on Corporate Governance for South Africa, 2002 ("King II") unless otherwise indicated in this report.

The establishment of processes and structures with appropriate controls at all levels - together with an approvals framework - governs the manner in which the board and senior management discharge their duties. These have been designed to ensure that all areas are more than adequately covered to provide the board and shareholders the sense of comfort they require.

King III has just been released in a draft report and the detail within this has already been discussed and reviewed at Datacentrix to ensure that we are at the forefront of applying relevant recommendations.

This report outlines our system of governance. It is our view that governance is not just a matter for the board; a culture of good governance must be fostered throughout the organisation.

Board Structure and Composition

As at the date of this Annual Report, the Datacentrix board consists of four non-executive directors, three of whom are independent, and two executive directors.

The non-executive directors ensure impartial and objective viewpoints in decision making processes and standards of conduct. The non-executives have continued to demonstrate the characteristics of independence, such as objectively challenging management and taking part in rigorous debates, while at the same time possessing an outstanding knowledge of the business.

The simple decision making structure, the independence, and the character of the individual board members provide for open and transparent governance. In addition to the board, key operating executives responsible for significant operations attend board meetings by invitation.

The board is led by a non-executive chairman, Gary Morolo, whilst Ahmed Mahomed is the chief executive officer (CEO). The chairman is not an independent chairman as recommended in King II, but the board is of the opinion that he is best suited to lead the board of directors at this point in time and this decision will be reviewed on an ongoing basis. The board will also, in due course, consider the appointment of a lead independent, non-executive director as currently recommended in the draft King III report.

The CEO is instrumental in developing and recommending to the board the business plans that support the long-term strategy and sets the tone in creating an ethical environment. He plays a critical role in the operations and success of the business. The chairman and the chairpersons of the board committees communicate regularly with the CEO, financial director and other executive members.

Mr. Israel Skosana joined the board on 23 November 2006 and was an independent, non-executive director. He served on the Human Resource, Remuneration and Nominations Committee as well as the Audit and Risk Committee. He resigned in October 2008. We thank him for his invaluable contribution.

Delivering Value, Realising Growth

Ms. Dudu Nyamane joined the Datacentrix board on 14 April 2008 as an independent, non-executive director. She served as a member of the Human Resource, Remuneration and Nominations Committee. She has unfortunately had to relinquish her position as a member of our board in March 2009 due to possible conflict of interest and time constraints. We thank Ms. Nyamane for her valuable contribution during her tenure.

The board is happy to announce the appointment of Ms. Thenjiwe Chikane to the board with effect 20 April 2009. Ms. Chikane rejoins the board after serving for a brief period. She will also join the Audit and Risk Committee.

The composition of the board with abridged curriculum vitae of each director is listed on pages 8 and 9 of the Annual Report.

The composition of the board remains under constant review, not only to maintain required balance in terms of independence of directors, but to ensure the optimum mix of skills and experience as well as demographic profile.

The Board Charter

The board operates under an approved charter, which sets out the duties and responsibilities of the board and regulates the way business is conducted by the board in line with the principles of sound corporate governance.

The board charter model is based on the principles as recommended by King II, and is currently being reviewed to ensure alignment with King III as well as requirements of the Companies Act of South Africa, 2008.

Roles and Responsibilities

The directors recognise the importance of conducting the affairs of the group with integrity and transparency and in accordance with acceptable corporate practices. The board is the central point of the corporate governance structure and manages the relationship between shareholders and the management of the company, creating a relationship of confidence and trust.

The board plays a prominent role in the strategy development process and approves the long- and short-term strategy, whilst monitoring its implementation by management. The board's role includes exercising leadership, integrity and judgement in guiding the company to achieve continuing prosperity and success.

This is achieved by monitoring business plans, key performance indicators, including non-financial criteria and annual budgets. The board reviews the company's internal controls and risk management policies and approves its governance structure and code of ethics.

In addition, the board evaluates and monitors the performance of the group as a whole. This includes:

- engaging at board meetings with the CEO, the other executive directors and members of the Executive Committee as appropriate, on the financial and operating performance of Datacentrix and external issues material to the group's prospects;
- evaluating progress toward the achievement of the group's financial and business objectives, and annual plans; and
- monitoring, through reports received directly or from various committees, the significant risks facing the group.

The board also monitors the performance of the group through its committees. The CEO is required to report regularly in a spirit of openness and trust on the progress being made by the business. The board and its committees determine the information required from the CEO and any employee or external party, including the external auditor. Open dialogue between individual members of the board and the CEO and other employees is encouraged to enable directors to gain a better understanding of the business.

The board has given the CEO broad authority to operate the business of the group, and the CEO is accountable for, and reports to the board on the performance of the business.

The matters that the board has specifically reserved for its decision are:

- the succession planning and appointment of the CEO;
- approval of the appointments of direct reports to the CEO;
- approval of the overall strategy and annual budgets of the business; and
- the determination of matters in accordance with the approvals framework.

The general powers of the directors are conferred in the company's Articles of Association. Subject to specific fundamental, strategic and formal matters reserved for its decision, the board may delegate certain responsibilities to a number of standing committees, which operate within defined terms of reference laid down by the board, as referred to below.

Meetings of the Board of Directors:

Name	04 Jun '08	17 Jul '08	18 Sep '08	06 Oct '08	27 Nov '08	21 Jan '09	25 Mar '09	20 Apr '09
Gary Morolo# (Chairman)	✓	✓	✓	✓	✓	✓	✓	✓
Ahmed Mahomed	✓	✓	✓	✓	✓	✓	✓	✓
Alwyn Martin*	✓	✓	✓	✓	✓	✓	✓	✓
Dudu Nyamane*	✗	✓	✓	✗	✓	✓	Resigned	–
Elizabeth Naidoo	✓	✓	✓	✓	✓	✓	✓	✓
Israel Skosana*	✓	✓	✓	✓	Resigned	–	–	–
Joan Joffe*	✓	✓	✗	✓	✓	✓	✓	✓
Thenjiwe Chikane*	–	–	–	–	–	–	–	Appointed

non-executive director * independent, non-executive director

There is an Executive Committee, Audit and Risk Committee, and Human Resource, Remuneration and Nominations Committee to assist in executing its responsibilities. Each committee acts within the terms of reference under which certain functions of the board are assigned with defined purposes, membership requirements, duties and reporting procedures.

The board meets regularly, retains full and effective control over all the companies in the group and monitors executive management in implementing board plans and strategies. Meetings are held six times per annum and additional special meetings are held at interim and year-end to review the group's financial results.

Management has a high level of interaction with board members beyond scheduled board meetings.

Executive Committee

The Executive Committee comprises seven executives (including two directors), under the chairmanship of Ahmed Mahomed, CEO.

The Executive Committee is responsible for assisting and advising the CEO in implementing the strategies and policies determined by the board, managing the business and affairs of the group, monitoring the performance of the group and establishing best management practices. The committee meets formally each month and informally on an ad hoc basis.

The Executive Committee is actively involved in performing the following functions:

- formulating group strategies and monitoring their implementation according to the board's directives;
- monitoring the performance of the group and the group's system of internal control;
- assisting the CEO and the financial director in preparing the annual budget for review and approval by the board;
- compiling and presenting non-financial information to the board;
- succession management and the planning and development of management;
- designing, implementing and monitoring the process of risk management and integrating it into the day-to-day activities of the company; and
- ensuring compliance to all relevant statutory and regulatory requirements, including applicable codes of best business practice as identified.

The Executive Committee conducts the day-to-day management of the group and co-ordinates and monitors the use of all group resources used to achieve Datacentrix' overall business goals.

Meetings of the Executive Committee:

Name	24 Apr '08	15 May '08	19 Jun '08	17 Jul '08	14 Aug '08	18 Sep '08	16 Oct '08	13 Nov '08	11 Dec '08	15 Jan '09	19 Feb '09	19 Mar '09	16 Apr '09
Ahmed Mahomed	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Charl Joubert	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Elizabeth Naidoo	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Johann Coetzee	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Juane Peacock	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Kelebone Tekateka	✓	✓	✓	✓	✓	✓	✓	✓	✓	✗	Resigned	–	–
Rainer Jeske	–	–	Appointed	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Vernon Tutton	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Audit and Risk Committee

The role of the Audit and Risk Committee is to assist the board in monitoring the decisions and actions of the CEO and the group and to gain assurance that progress is being made towards the objectives within the CEO's limits. The Audit and Risk Committee undertakes this by:

- Overseeing the integrity of the financial statements;
- Overseeing the appointment, remuneration, qualifications, independence and performance of the external auditor and the integrity of the audit process as a whole;
- Approving the audit fees;
- Specifying the nature and extent of non-audit services;
- Pre-approving contracts for non-audit services;
- Dealing with concerns or complaints relating to the accounting policies, the internal audit, the audit and content of the annual financial statements and the internal financial controls;
- Verifying the effectiveness of risk management, controls and governance processes as well as the competence of the financial director;
- Ensuring compliance with applicable legal and regulatory requirements; and
- Ensuring compliance by management with constraints imposed by the board.

Following the recent establishment of an internal audit function as reported below, this committee will be very involved in the monitoring of the performance of the internal audit team and its interaction with management, as well as the external auditor.

The Audit and Risk Committee operates under the chairmanship of Alwyn Martin, an independent, non-executive director and includes at least one other independent, non-executive member. The composition of the committee complies with the provisions of the Corporate Laws Amendment Act of 2006 and the committee is annually appointed by the board as required in terms of the said statute.

The external auditor has unrestricted access to this committee. Meetings are held at least three times a year and are attended by the external auditor and, on invitation, members of executive management, including those involved in risk management, control and finance.

The directors believe that there is an adequate and effective system of internal control in place to mitigate the significant risks faced by the group to an acceptable level.

The committee operates within defined terms of reference as set out in its charter, and authority granted to it by the board. The committee is satisfied that it has met its responsibilities for the year with respect to its terms of reference.

Please refer below for the report of the committee.

Meetings of the Audit and Risk Committee:

Name	25 Sep '08	09 Feb '09	15 Apr '09
Alwyn Martin* (Chairman)	✓	✓	✓
Israel Skosana*	✓	Resigned	–
Joan Joffe*	–	Appointed	✓
Ahmed Mahomed (invitee)	✓	✓	✓
Elizabeth Naidoo (invitee)	✓	✓	✓

*independent, non-executive director

AUDIT AND RISK COMMITTEE REPORT

Background

The Audit and Risk Committee's operation is guided by a detailed charter and is approved by the board as and when it is amended. The revised charter includes the specific requirements as set out in the Companies Act, as amended pertaining to auditors and audit committees.

Annual Financial Statements

In view of the Audit and Risk Committee having achieved its objectives, the committee concurs with and accepts the external auditors' conclusions on the annual financial statements and the accounting practices utilised in the preparation of the annual financial statements and has recommended the approval thereof to the board. The board has subsequently approved the annual financial statements, which will be open for discussion at the forthcoming Annual General Meeting.

Signed on behalf of the board of directors.

Alwyn Martin
Chairman of the Audit and Risk Committee

Pretoria
20 April 2009

CORPORATE GOVERNANCE REPORT (continued)

Meetings of the Human Resource, Remuneration and Nominations Committee:

Name	01 Apr '08	20 Nov '08	31 Jan '09	20 Mar '09
Joan Joffe* (Chairman)	✓	✓	✓	✓
Alwyn Martin*	–	–	–	Appointed
Israel Skosana*	Appointed	✓	✓	Resigned
Ahmed Mahomed (invitee)	✓	✓	✓	✓
Elizabeth Naidoo (invitee)	✓	✓	✓	✓

* independent, non-executive director

Human Resource, Remuneration and Nominations Committee
This committee comprises two independent, non-executive directors and is chaired by Joan Joffe. No executive director is a member of the committee.

The Human Resource, Remuneration and Nominations Committee is responsible for the remuneration strategy of the group, the approval of mandates for incentive schemes within the group and the determination of the remuneration of executive committee members, relative to local and international industry benchmarks.

It also makes recommendations to the board regarding the structure and policy on executive, non-executive and senior management remuneration and the appointment of new directors to the board.

The role of the committee is to assist the board in its oversight of:

- the remuneration policy and its specific application to the CEO, the executive directors and the CEO's direct reports, and its general application to all employees;
- the adoption of annual and longer-term incentive plans;
- the determination of levels of reward for the CEO and approval of reward to the CEO's direct reports;
- the annual evaluation of the performance of the CEO, by giving guidance to the chairman;
- the communication to shareholders on remuneration policy and the committee's work on behalf of the board; and
- compliance with applicable legal and regulatory requirements associated with human resources matters such as skills development and employment equity.

The board applies the principles of good corporate governance relating to directors' remuneration. The company strives to strike a balance between protecting the group's interests while at the same time considering the interests of all stakeholders and providing the appropriate incentives to management and staff to ensure that sustainable value is being developed and maintained.

The group's primary executive remuneration objective is to reward executive directors and other members of the executive management team to ensure that their interests, as far as possible, commensurate with the interests of shareholders.

In line with the group's remuneration philosophy, remuneration is reviewed annually by the Human Resource, Remuneration and Nominations Committee after evaluating each executive director's performance, including that of the group CEO.

In addition, the remuneration packages are benchmarked individually taking into account local, regional and national responsibilities. Details of the remuneration of the directors and information on share options are set out in note 3 of the financial statements.

Fees for non-executive directors are recommended to the board by the Human Resource, Remuneration and Nominations Committee and reviewed annually with the assistance of external service providers.

The committee takes cognisance of market norms and practices, as well as the additional responsibilities placed on board members by new acts, regulations and corporate governance guidelines.

Non-executive directors receive an annual fixed fee. In addition, a fee is paid for attending and contributing to board and committee meetings. Datacentrix pays for all travelling expenses for board meetings where required.

HUMAN RESOURCE, REMUNERATION AND NOMINATIONS COMMITTEE REPORT

Approval
This human resource, remuneration and nominations report has been approved by the board of directors of Datacentrix Holdings Limited.

Signed on behalf of the board of directors.

Joan Joffe
Chairman of the Human Resource, Remuneration and Nominations Committee

Pretoria
20 April 2009

Datacentrix Holdings Share Trust
The two trustees, Joan Joffe and Gary Morolo, both non-executive directors, manage the Datacentrix Holdings Share Trust. The trustees are responsible for the financial management of the trust and ensure adherence to the rules of the Share Trust Deed.

Insider Trading
Trading in the company's shares and options is conducted on completion of an application form. Authorisation is given in writing by the chairman of the board or the CEO as appropriate. The written authority is kept by the company secretary with the record of the particular transaction.

The group operates a closed period prior to the publication of its year-end and interim results. During this time, the group's directors, officers and employees are restricted from dealing, whether directly or indirectly, in the company's shares on the basis of privileged, price-sensitive information before it has been publicly announced to the market. Additional closed periods can be enforced as required in terms of any corporate activity.

Company Secretary
The company secretary is a central source of guidance and advice to the board on matters of ethics and governance and is available to individual directors in respect of board procedures.

The company secretary is Ithemba Statutory and Governance Solutions (Proprietary) Limited, appointed in October 2008, represented by Annamarie van der Merwe who has extensive experience in the listed environment and who is also a member of the King Committee on Corporate Governance.

The company secretary is responsible for the duties set out in section 268G of the Companies Act. The certificate required to be signed in terms of subsection (d) of this section appears on page 21.

Sponsor
Barnard Jacobs Mellet (Proprietary) Limited (BJM) is the company's sponsor. BJM's services include advising the board on the interpretation of and compliance with the Listing Requirements of the JSE Limited (JSE) and reviewing all notices required in terms of its statutes and the JSE rules and regulations.

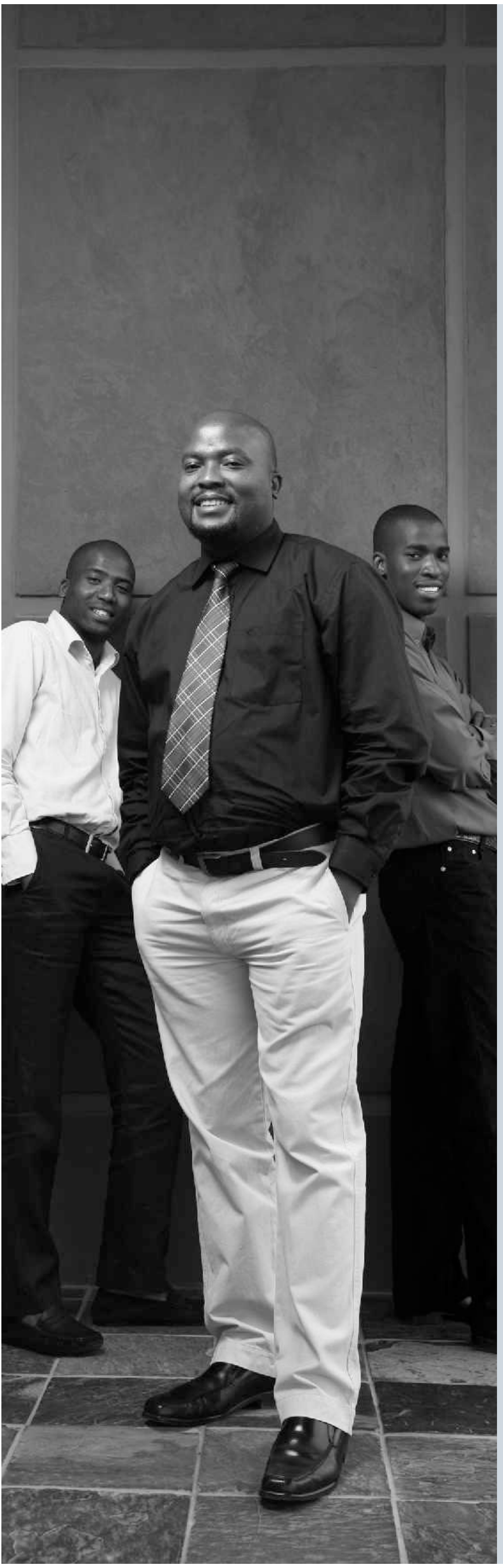
External Audit
The board has recommended the re-appointment of Deloitte & Touche to perform an independent and objective audit on the group's financial statements. These financial statements are prepared in terms of International Financial Reporting Standards (IFRS). Interim reports to shareholders are not audited.

Financial and Internal Controls
The directors are responsible for the systems of internal control. The internal control framework has been in operation for the full year under review and continues to operate up to the date of approval of this report.

The system of internal controls is designed to manage, rather than eliminate the risk of not achieving business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss while complying with applicable laws and regulations. The board has accountability for reviewing and approving the adequacy and effectiveness of internal controls operated by the group, including financial, operational and compliance controls and risk management. It is the responsibility of management, to implement board policies on risk and control.

PEOPLE

CORPORATE GOVERNANCE REPORT (continued)



IT governance is also an area to which the directors have paid attention. There are no systems outsourced to any third parties. However, the integrity, confidentiality, and functionality of the system are reviewed on a constant basis to ensure that there are no risks, which are not managed, controlled and reported on. System security and authorised access is a key component of ensuring the above controls and this is managed at senior levels.

The group also attaches importance to clear principles and procedures designed to achieve appropriate accountability and control. There are various policies, which mandate that business units establish processes for managing and monitoring risks significant to their businesses and the group.

Internal Audit

The board has identified the necessity for an internal audit function within Datacentrix and the Audit and Risk Committee has recommended the appointment of an internal audit team, which was approved by the board. This function was in full operation by the start of April 2009.

A risk-based approach will be followed as it will allow the internal audit to be more effective in providing feedback to the board as to the adequacy of risks, which arise from the implemented strategy. A few risk areas have already been covered by external audit firms that conducted ad hoc internal audits during the year.

Comprehensive internal controls have been implemented to assist management and the directors in fulfilling their responsibility for the preparation of the annual financial statements, safeguarding of assets and providing answers on all transactions. Transactions are executed and recorded in terms of the group's policies and procedures. The group's policies and procedures are also managed and governed by an Internal Quality Management System to ensure all areas are covered and properly documented.

Corporate Social Responsibility

Datacentrix believes in not only achieving its financial and economic goals, but also using its influence to help the society in which it operates.

A Social Responsibility Committee ensures Datacentrix' participation in various projects and activities to improve the lives of disadvantaged groups. The group continues to utilise its bursary fund for students wishing to study in the IT field. The bursary fund project has been successful since its establishment in 2000 and some of the students who have been sponsored are in the employ of Datacentrix.

Social Transformation

Datacentrix has clearly demonstrated its commitment to transformation of the workplace. This can be seen in the composition of the board as well as in the overall BEE statistics of the employees of the group.

Equal employment opportunities are provided to members of all communities and the group is delivering in terms of the employment equity workforce plans, which it believes are appropriate to the business and the market in which it trades. They are designed to attract, motivate and retain quality staff at all levels.

VALUE

DIRECTORS' STATEMENT OF RESPONSIBILITY

The annual financial statements are prepared in accordance with the appropriate accounting policies based on International Financial Reporting Standards (IFRS) and incorporate appropriate and responsible disclosure, supported by reasonable and prudent judgements and estimates, which have been used consistently. The responsibility of the external auditor is to independently audit and report on the fair presentation of the financial statements in all material respects and their report is presented on page 22.

The directors accept responsibility for the integrity, objectivity and reliability of the financial statements of the company and group. Complete accounting records have been kept to support this. The directors support the principle of transparent reporting and delegated the responsibility for the preparation and presentation of the financial statements to management.

The directors are also responsible for the systems of internal control. These are designed to provide reasonable, but not absolute, assurances as to the reliability of the financial statements, and to adequately safeguard, verify and maintain accountability of assets, and to prevent and detect material misstatement and loss. The systems are implemented and monitored by suitable, trained personnel with an appropriate segregation of authority and duties. Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

The directors believe that the group has adequate resources to continue in operation for the foreseeable future and accordingly the financial statements have been prepared on a going concern basis. The directors are satisfied that the financial statements fairly present the financial situation and results of operations and cash flows of the company and the group for the year ended 28 February 2009.

The directors of the group, whose names are given on pages 8 and 9 of this Annual Report, collectively and individually, accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted, which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Annual Report contains all the information required by the Listings Requirements of the JSE Limited.

The annual financial statements appearing on pages 23 to 58 were approved by the board of directors on 20 April 2009, and are signed on its behalf by:

Gary Morolo
Chairman

Ahmed Mahomed
Chief Executive Officer

Pretoria
20 April 2009

CERTIFICATE OF THE COMPANY SECRETARY

I certify, in my capacity as company secretary and in accordance with section 268G (d) of the Companies Act of South Africa, Act 61 of 1973, as amended, that for the year ended 28 February 2009 the company has lodged with the Registrar of Companies all such returns as are required from a public company in terms of the Act and that these returns are true, correct and up to date.

Annamarie van der Merwe
Ithemba Statutory and Governance Solutions (Proprietary) Limited
Company Secretary

Pretoria
20 April 2009

REPORT OF THE INDEPENDENT AUDITORS

To the members of Datacentrix Holdings Limited

We have audited the accompanying financial statements and group financial statements of Datacentrix Holdings Limited, which comprise the balance sheets as at 28 February 2009, and the income statements, statements of changes in equity and cash flow statements for the year then ended, a summary of significant accounting policies and other explanatory notes, and the directors' report set out on pages 23 to 58.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the Companies Act of South Africa. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with statements of International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of Datacentrix Holdings Limited company and group as of 28 February 2009, and of their financial performances and their cash flows for the year then ended in accordance with International Financial Reporting Standards and in the manner required by the Companies Act of South Africa.

Deloitte + Touche

Deloitte & Touche
Registered Auditors
Per Zuleka Jasper
Partner

PO Box 11007, Hatfield, 0028
221 Waterkloof Road, Brooklyn, Pretoria, 0181

20 April 2009

FINANCIAL STATEMENTS
DIRECTORS' REPORT

The directors have pleasure in presenting their report on the activities of the group and company for the year ended 28 February 2009.

General Review
The year under review is fully covered in the chairman's and the chief executive officer's reports.

Share Capital
There were no movements in the share capital of the company. Details of the authorised and issued share capital, together with details of shares issued during the year, appear in note 21 to the annual financial statements.

Directors and Secretary
Biographical notes of the current directors are shown within this report. Details of directors' remuneration, share appreciation rights and options are reported on in note 3.

During the financial year under review, Ms. Dudu Nyamane was appointed to the board as an independent, non-executive director and a member of the Human Resource, Remuneration and Nominations Committee. Ms. Dudu Nyamane and Mr. Israel Skosana resigned from the board. The board is happy to announce the appointment of Ms. Thenjiwe Chikane to the board. Ms. Chikane rejoins the board after serving for a brief period.

According to the company's Articles of Association, at the forthcoming Annual General Meeting, five directors should retire by rotation. All are eligible and have offered themselves for re-election.

The company secretary is Ithemba Statutory and Governance Solutions (Proprietary) Limited.

Auditors
Deloitte & Touche were the auditors for the year ended 28 February 2009 and will be re-appointed as auditors for the forthcoming year at the Annual General Meeting.

Directors' Responsibilities
The annual financial statements are the responsibility of the directors of the company. The directors fulfil this responsibility primarily by establishing and maintaining accounting systems and practices adequately supported by internal accounting controls. Such controls provide assurance that the group's assets are safeguarded, that transactions are executed in accordance with management's authorisation and that the financial records are reliable.

Going Concern
The directors consider that the group and company have adequate resources to continue operating for the foreseeable future and that it is therefore appropriate to adopt the going concern basis in preparing the annual financial statements. The directors have satisfied themselves that the group and company are in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements.

Audit and Risk Committee
Details of the audit and risk committee are reported under the corporate governance report.

Subsidiaries
Details of principal subsidiary companies appear within note 15.

Holding Companies and Major Shareholders
Shareholders' holding beneficially, directly or indirectly in excess of 5% of the issued share capital of the company, are detailed in note 32.

Financial Results
The financial results for the year ended 28 February 2009 are set out in detail within these annual financial statements.

Capital Expenditure
The company spent R14.6 million on assets. R6 million was spent on spares stock, which is also classified as fixed assets.

Dividends
Details of the dividends and distributions declared and paid are shown in note 10.

Events Subsequent to Balance Sheet Date
The directors are not aware of any other matters or circumstances arising since the end of the financial year until the date of this report, not otherwise dealt with in the annual financial statements, which would significantly affect the financial position of the group or the results of its operations.

Interests of Directors
Details of directors' interest in contracts or share or reference to, are dealt with in the financial statements.

Directors' Remuneration
Details of directors' remuneration or reference to, are dealt with in the financial statements in note 3.

Insurance
The group has placed cover in the South African traditional insurance markets to ensure that all categories of risk are covered adequately. Additional cover on a per risk basis has been purchased where appropriate.

FINANCIAL STATEMENTS

INCOME STATEMENTS for the year ended 28 February 2009

		Group		Company	
	Notes	2009 R'000	2008 R'000	2009 R'000	2008 R'000
Revenue	4	**1 513 322**	1 346 971	**-**	-
Changes in inventories of finished goods and work in progress		**538**	(1 575)	**-**	-
Finished goods sold		**(1 037 120)**	(928 057)	**-**	-
Employee benefits expense		**(269 021)**	(223 525)	**-**	-
Depreciation, amortisation and impairments		**(12 358)**	(10 154)	**-**	-
Operating expenses		**(42 185)**	(36 718)	**(536)**	(355)
Income from investments	5	**19 832**	12 632	**68 012**	70 008
Finance costs	6	**3 472**	(3 495)	**-**	-
Profit before taxation	7	**176 480**	156 079	**67 476**	69 653
Income taxation expense	8	**(56 061)**	(54 214)	**(5 739)**	(5 726)
Profit for the year attributable to ordinary shareholders		**120 419**	101 865	**61 737**	63 927
Basic earnings per ordinary share (cents)	9	**61.5**	52.0		
Diluted basic earnings per ordinary share (cents)	9	**61.0**	51.0		
Dividend and proposed dividend per share (cents)	10	**30.0**	26.0		

BALANCE SHEETS as at 28 February 2009

		Group		Company	
	Notes	2009 R'000	2008 R'000	2009 R'000	2008 R'000
ASSETS					
Non-current assets		**82 623**	79 185	**90 984**	84 140
Property and equipment	11	**41 275**	32 018	**-**	-
Goodwill	12	**15 596**	15 596	**-**	-
Other intangible assets - software	13	**1 542**	2 144	**-**	-
Long-term receivables	14	**3 256**	6 259	**-**	-
Investment in subsidiaries	15	**-**	-	**90 984**	84 140
Deferred taxation assets	16	**20 954**	23 168	**-**	-
Current assets		**527 710**	469 344	**6 834**	6 883
Loan to share trust	17	**-**	-	**6 627**	6 627
Inventories	18	**10 438**	10 976	**-**	-
Trade and other receivables	19	**284 431**	236 472	**26**	136
Cash and cash equivalents	20	**232 841**	221 896	**181**	120
TOTAL ASSETS		**610 333**	548 529	**97 818**	91 023
EQUITY AND LIABILITIES					
Capital and reserves		**360 625**	294 476	**97 787**	90 926
Share capital	21	**21**	21	**21**	21
Share premium	21	**37 366**	38 145	**39 280**	39 280
Treasury shares	21	**(37 166)**	(35 901)	**-**	-
Equity-settled share scheme reserve	21	**15 272**	12 672	**15 272**	12 672
Retained earnings		**345 132**	279 539	**43 214**	38 953
Non-current liabilities		**16 328**	19 327	**-**	-
Obligations under finance leases	22	**-**	-	**-**	-
Deferred revenue	23	**16 328**	19 327	**-**	-
Current liabilities		**233 380**	234 726	**31**	97
Deferred revenue	23	**43 505**	27 205	**-**	-
Trade and other payables	24	**179 511**	180 660	**31**	93
Current taxation liabilities		**8 087**	24 575	**-**	4
Provisions	25	**1 132**	2 071	**-**	-
Lease smoothing liability		**1 145**	215	**-**	-
TOTAL EQUITY AND LIABILITIES		**610 333**	548 529	**97 818**	91 023

FINANCIAL STATEMENTS

STATEMENTS OF CHANGES IN EQUITY for the year ended 28 February 2009

	Share capital R'000	Share premium R'000	Treasury shares R'000	Equity-settled share scheme reserve R'000	Retained earnings R'000	Total R'000
GROUP						
Balance at 28 February 2007	21	40 709	(25 958)	8 642	225 054	248 468
Profit for the year	-	-	-	-	101 865	101 865
Treasury shares - movement during the year	-	-	(9 943)	-	-	(9 943)
Share-based payments	-	-	-	4 030	-	4 030
Dividend paid	-	-	-	-	(47 380)	(47 380)
Loss on sale of treasury shares	-	(2 564)	-	-	-	(2 564)
Balance at 29 February 2008	**21**	**38 145**	**(35 901)**	**12 672**	**279 539**	**294 476**
Profit for the year	**-**	**-**	**-**	**-**	**120 419**	**120 419**
Treasury shares - movement during the year	**-**	**-**	**(1 265)**	**-**	**-**	**(1 265)**
Share-based payments	**-**	**-**	**-**	**2 600**	**-**	**2 600**
Dividend paid	**-**	**-**	**-**	**-**	**(54 826)**	**(54 826)**
Loss on sale of treasury shares	**-**	**(779)**	**-**	**-**	**-**	**(779)**
Balance at 28 February 2009	**21**	**37 366**	**(37 166)**	**15 272**	**345 132**	**360 625**
COMPANY						
Balance at 28 February 2007	21	39 280	-	8 642	24 699	72 642
Profit for the year	-	-	-	-	63 927	63 927
Share-based payments	-	-	-	4 030	-	4 030
Dividend paid	-	-	-	-	(49 673)	(49 673)
Balance at 29 February 2008	**21**	**39 280**	**-**	**12 672**	**38 953**	**90 926**
Profit for the year	**-**	**-**	**-**	**-**	**61 737**	**61 737**
Share-based payments	**-**	**-**	**-**	**2 600**	**-**	**2 600**
Dividend paid	**-**	**-**	**-**	**-**	**(57 476)**	**(57 476)**
Balance at 28 February 2009	**21**	**39 280**	**-**	**15 272**	**43 214**	**97 787**

CASH FLOW STATEMENTS for the year ended 28 February 2009

		Group		Company	
	Notes	2009 R'000	2008 R'000	2009 R'000	2008 R'000
CASH FLOW FROM OPERATING ACTIVITIES					
Cash receipts from clients		**1 463 983**	1 321 662	**-**	-
Cash paid to suppliers and employees		**(1 331 343)**	(1 157 492)	**(488)**	(164)
Cash generated from (utilised in) operations	36	**132 640**	164 170	**(488)**	(164)
Interest received		**19 832**	12 632	**12**	8
Interest paid		**3 472**	(3 495)	**-**	-
Dividend received from subsidiaries		**-**	-	**68 000**	70 000
Dividend paid		**(54 826)**	(47 380)	**(57 476)**	(49 673)
Taxation paid	37	**(70 335)**	(46 525)	**(5 743)**	(5 727)
Net cash inflow from operating activities		**30 783**	79 402	**4 305**	14 444
CASH FLOW FROM INVESTING ACTIVITIES					
Additions to property and equipment to maintain operations		**(20 555)**	(12 837)	**-**	-
Proceeds from sale of property and equipment		**137**	44	**-**	-
Increase (decrease) in amounts receivable under finance leases		**4 383**	(4 438)	**-**	-
Increase in investment and advance payments		**-**	-	**(4 244)**	(14 333)
Acquisition of intangible assets		**(531)**	(1 975)	**-**	-
Net cash outflow from investing activities		**(16 566)**	(19 206)	**(4 244)**	(14 333)
CASH FLOW FROM FINANCING ACTIVITIES					
Increase in treasury shares		**(1 265)**	(9 943)	**-**	-
Decrease in finance lease obligation		**(2 007)**	(2 198)	**-**	-
Net cash outflow from financing activities		**(3 272)**	(12 141)	**-**	-
NET INCREASE IN CASH AND CASH EQUIVALENTS		**10 945**	48 055	**61**	111
Cash and cash equivalents at the beginning of the year		**221 896**	173 841	**120**	9
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		**232 841**	221 896	**181**	120

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

for the year ended 28 February 2009

1. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

At the date of authorisation of the annual financial statements, the following Standards and Interpretations applicable to the group were in issue, but not yet effective.

- IFRS 1 and IAS 27 - (Amendment) Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate - effective 1 January 2009
- IFRS 2 - Share-based Payment - Amendment relating to Vesting Conditions and Cancellations - effective 1 January 2009
- IFRS 3 - (Revised) Business Combinations - effective 1 July 2009
- IFRS 5 - (Amendment) Non-current Assets Held for Sale and Discontinued Operations - effective 1 July 2009
- IFRS 7 - Financial Instruments: Disclosures - Amendments enhancing disclosures about fair value and liquidity risk - effective 1 January 2009
- IFRS 8 - Operating Segments - effective 1 January 2009
- Amendment to IAS 1 - Presentation of Financial Statements - effective 1 January 2009
- IAS 23 - Borrowing Costs - Comprehensive revision to prohibit immediate expensing - effective 1 January 2009
- IAS 27 - Consolidated and Separate Financial Statements Amendment relating to cost of an investment on first-time adoption - effective 1 January 2009
- IAS 27 - (Amendment) Consolidated and Separate Financial Statements - effective 1 July 2009
- IAS 28 - (Amendment) Investments in Associates - effective 1 January 2009
- IAS 31 - (Amendment) Investment in Joint Ventures - effective 1 January 2009
- IAS 32 - Financial Instruments: Presentation - Puttable Financial Instruments and Obligations Arising on Liquidation - effective 1 January 2009
- IAS 39 - (Amendment) Eligible Hedged Items - effective 1 July 2009
- IAS 39 - Financial Instruments: Recognition and Measurement - Amendments for embedded derivatives when reclassifying financial instruments - effective 30 June 2009
- Annual improvements to IFRSs published in May 2008

At balance sheet date, the following accounting interpretations were in issue but not yet effective:
- IFRIC 13 - Customer Loyalty Programmes
- IFRIC 15 - Agreements for the Construction of Real Estate
- IFRIC 16 - Hedges of a Net Investment in a Foreign Operation
- IFRIC 17 - Distributions of Non-cash Assets to Owners
- IFRIC 18 - Transfers of Assets from Customers

These interpretations are not expected to have any material impact on the financial results of the group, except for added and changed disclosures.

IAS 1
On 6 September 2007, the IASB issued a revised IAS 1 - Presentation of Financial Statements. The main changes require an entity to:
- present all non-owner changes in equity (that is, “comprehensive income”) either in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). Components of comprehensive income may not be presented in the statement of changes in equity;
- present a statement of financial position (balance sheet) as at the beginning of the earliest comparative period in a complete set of financial statements when the entity applies an accounting policy retrospectively, or makes a retrospective restatement;
- disclose income taxation relating to each component of other comprehensive income; and
- disclose reclassification adjustments relating to components of other comprehensive income.

IAS 1 changes the titles of financial statements as they will be used in IFRS:
- “Balance sheet” will become “statement of financial position”;
- “Income statement” will become “statement of comprehensive income”; and
- “Cash flow statement” will become “statement of cash flows”.

Entities are not required to use the new titles in their financial statements. All existing Standards and Interpretations are being amended to reflect the new terminology. The revised IAS 1 is effective for annual periods beginning on or after 1 January 2009.

IAS 23
On 29 March 2007, the IASB issued a revised IAS 23 - Borrowing Costs. The main change from the previous version is the removal of the option of immediately recognising as an expense borrowing costs that relate to assets that take a substantial period of time to get ready for use or sale. An entity is therefore required to capitalise borrowing costs as part of the cost of such assets.

1. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS) (continued)

IAS 23 (continued)
The revised IAS 23 does not require the capitalisation of borrowing costs relating to assets measured at fair value, and inventories that are manufactured or produced in large quantities on a repetitive basis, even if they take a substantial period of time to get ready for use or sale.

The revised Standard applies to borrowing costs relating to qualifying assets for which the commencement date for capitalisation is on or after 1 January 2009.

IAS 28 (revised) and IAS 31 (revised)
In January 2008, the IASB issued IAS 28 (revised) - Investments in Associates and IAS 31 (revised) - Interests in Joint Ventures. These revised statements are effective for annual periods beginning on or after 1 July 2009. These statements were both revised to reflect the changes made in IAS 27 and IFRS 3 as discussed later in this note. The group will adopt this statement by the effective date.

IAS 32
In January 2008, the IASB amended IAS 32 - Financial Instruments: Presentation and IAS 1 - Presentation of Financial Statements with respect to the balance sheet classification of puttable financial instruments and obligations arising only on liquidation. As a result of the amendments, some financial instruments that currently meet the definition of a financial liability will be classified as equity because they represent the residual interest in the net assets of the entity. The amendments have detailed criteria for identifying such instruments, but they generally would include:
- puttable instruments that are subordinate to all other classes of instruments and that entitle the holder to a pro rata share of the entity's net assets in the event of the entity's liquidation. A puttable instrument is a financial instrument that gives the holder the right to put the instrument back to the issuer for cash or another financial asset or is automatically put back to the issuer on the occurrence of an uncertain future event or the death or retirement of the instrument holder; and
- instruments, or components of instruments, that are subordinate to all other classes of instruments and that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation.

The amendments are effective for annual periods beginning on or after 1 January 2009.

IAS 39
In August 2008, the IASB amended IAS 39 - Financial Instruments: Recognition and Measurement: Eligible Hedged Items (IAS 39). This amended standard is effective for annual periods beginning on or after 1 July 2009. This amendment clarifies how the principles that determine whether a hedged risk or portion of cash flow is eligible for designation should be applied. The group is in the process of evaluating the impact of this amendment on the group's results.

IFRS 2
On 17 January 2008, the IASB published final amendments to IFRS 2 - Share-based Payment to clarify the terms “vesting conditions” and “cancellations” as follows:
- vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. Under IFRS 2, features of a share-based payment that are not vesting conditions should be included in the grant date fair value of the share-based payment. The fair value also includes market-related vesting conditions.
- all cancellations, whether by the entity or by other parties, should receive the same accounting treatment. Under IFRS 2, a cancellation of equity instruments is accounted for as an acceleration of the vesting period. Therefore any amount unrecognised that would otherwise have been charged is recognised immediately. Any payments made with the cancellation (up to the fair value of the equity instruments) are accounted for as the repurchase of an equity interest. Any payment in excess of the fair value of the equity instruments granted is recognised as an expense.

These amendments are effective for annual periods beginning on or after 1 January 2009.

IFRS 3
On 10 January 2008, the IASB published a revised IFRS 3 - Business Combinations and related revisions to IAS 27 - Consolidated and Separate Financial Statements, IAS 28 - Investments in Associates and IAS 31 - Interests in Joint Ventures.

The effective date will be for accounting periods beginning on or after 1 July 2009.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

for the year ended 28 February 2009 (continued)

1. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS) (continued)

IFRS 3 (continued)
The standard brings about the following pertinent changes:

- acquisition-related costs are to be recognised as period expenses in accordance with the appropriate IFRS;
- the standard changes the recognition and measurement principles related to step acquisitions;
- IFRS 3 has an explicit option available on a transaction-by-transaction basis, to measure any non-controlling interest in the entity acquired either at fair value or at the non-controlling interest's proportionate share of the net identifiable assets of the entity acquired; and
- IFRS 3 permits very few subsequent changes to the contingent consideration and only as a result of additional information about facts and circumstances that existed at the acquisition date. All other changes are recognised in profit or loss.

IFRS 8
IFRS 8 - Operating Segments replaces IAS 14 - Segment Reporting. IFRS 8 requires an entity to report financial and descriptive information about its reportable segments, which are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components of an entity about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

IFRS 8 requires the amount reported for each segment item to be the measure reported to the chief operating decision maker for the purposes of allocating resources to that segment and assessing its performance. The group will adopt IFRS 8 on 1 March 2009 and is still considering the impact thereof. It will most likely change the current segmental disclosure in the annual financial statements.

IFRIC 12
The Interpretation addresses the accounting by private sector operators involved in the provision of public sector infrastructure assets and services, such as schools and roads. The Interpretation states that for arrangements falling within its scope (essentially those where the infrastructure assets are not controlled by the operator), the infrastructure assets are not recognised as property, plant and equipment of the operator.

IFRIC 12 - Service Concession Arrangements will be effective for financial periods beginning 1 January 2008.

IFRIC 13
IFRIC 13 - Customer Loyalty Programmes addresses accounting by entities that grant loyalty award credits (such as "points" or travel miles) to customers who buy other goods or services. Specifically, it explains how such entities should account for their obligations to provide free or discounted goods or services ("awards") to customers who redeem award credits. IFRIC 13 is effective for annual periods beginning on or after 1 July 2008.

Annual improvements to IFRSs amends a number of standards including changes in presentation, recognition and measurement plus terminology and editorial changes.

Impact on Group
Management assessed the Standards and Interpretations and do not believe that any of these will have a material impact on the results of the group in future periods, except for some additional and amended disclosures.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The annual financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) on a basis consistent with the prior year. The financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments, which are stated at fair value or amortised cost, as applicable. The principal accounting policies adopted are set out below. All subsidiaries, and other entities controlled by the company complied with these accounting policies.

Basis of Consolidation
The consolidated annual financial statements incorporate the annual financial statements of the company, its subsidiary companies and the Datacentrix Holdings Share Trust, all of which are controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The operating results of subsidiary companies are included from the effective dates of acquisition, up to the effective dates of disposal. All inter-company transactions and balances have been eliminated on consolidation. Premiums that arise on the acquisition of subsidiary companies and any excess of the net assets of a subsidiary company over the cost of acquisition are treated in terms of the group's accounting policy for goodwill and negative goodwill.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business Combinations
The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 - Business Combinations are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 - Non-Current Assets Held for Sale and Discontinued Operations, which are recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

Property and Equipment
All items of property and equipment, except for land which is stated at cost, are stated at original cost less accumulated depreciation and any impairment losses. Depreciation is charged so as to write-off the cost of assets over their estimated useful lives to their residual values, using the straight-line method. Depreciation commences when the assets are ready for their intended use.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Computer equipment utilised in large enterprise outsourcing contracts are depreciated over the term of the contract to their residual values. When the recoverable amount of an asset has declined below its carrying amount, the carrying amount is reduced to reflect the decline in value. In determining the recoverable amount of assets, expected future cash flows are discounted to their present values.

A gain or loss arising on the disposal or scrapping of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in income. Loose tool replacements are written-off as an expense in the year in which the expense is incurred, and are shown at a nominal value in the balance sheet.

Non-Current Assets Held for Sale
Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as being met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of the assets' previous carrying amount and fair value less costs to sell.

Impairment of Assets
At each reporting date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. Goodwill is reviewed for impairment on an annual basis, regardless of whether there are any indicators of impairment or more frequently when there is an indication that the cash generating unit to which it belongs may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash generating unit to which the asset belongs. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, its carrying amount is reduced to its recoverable amount. Impairment losses are recognised in the income statement. It is first allocated to reduce the carrying amount of goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis.

Other than for goodwill, where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount. This is done so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognised in the income statement.

A cash generating unit within the group is the smallest identifiable group of assets that generates cash flows that are largely independent of the cash inflows from other assets or groups of assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible Assets

Goodwill and Negative Goodwill
Goodwill and negative goodwill represents the excess or shortfall of the cost of acquisition of the group's interest over the fair value of the identifiable assets and liabilities of a division, subsidiary, associate or jointly controlled entity at the date of acquisition.

All business combinations are accounted for by applying the purchase method. Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash generating units and tested annually for impairment. A recognised impairment loss is never reversed in a subsequent period.

Negative goodwill arising on an acquisition is recognised directly in income. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Software
All items of software are stated at original cost less accumulated amortisation and impairment losses. Amortisation is charged so as to write-off the cost of assets over their estimated useful lives to residual values, using the straight-line method.

Leases
Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as Lessor
Amounts due from lessees under finance leases are recorded as receivables at the amount of the group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as Lessee
Assets held under finance leases are recognised as assets of the group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are also spread on a straight-line basis over the lease term.

Taxation
Income taxation expense represents the sum of the taxation currently payable and deferred tax. The charge for current taxation is based on the results for the year as adjusted for items, which are non-assessable or disallowed. It is calculated using taxation rates that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding taxation basis used in the computation of taxable profit. In principle, deferred taxation liabilities are recognised for all taxable temporary differences and deferred taxation assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction, which affects neither the taxation profit nor the accounting profit.

Deferred taxation liabilities are recognised for taxable temporary differences arising from investment in subsidiaries and associates, except where the group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)
Deferred taxation is calculated at the taxation rates that are expected to apply when the asset is realised or the liability is settled. Deferred taxation is charged or credited in the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred taxation is also dealt with in equity.

Secondary taxation on companies (STC) is recognised in the year when dividends are declared, net of dividends received on which STC credits arise. A taxation asset is recognised on unutilised STC credits when it is probable that such STC credits will be utilised in future.

Inventories
All inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Redundant and slow-moving inventories are identified and written-down with regard to their estimated economic or realisable values.

The net realisable value is determined as the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Financial Instruments
Financial assets and financial liabilities are recognised in the balance sheet when the group becomes a party to the contractual provisions of the instrument.

Financial Assets
Investments are recognised and derecognised on trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets at 'fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective Interest Method
The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period. Income is recognised on an effective interest basis for debt instruments other than those financial assets designated as at FVTPL.

Financial Assets at FVTPL
Financial assets are classified as FVTPL where the financial asset is either held for trading or it is designated as at FVTPL.
A financial asset is classified as held for trading if:
- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:
- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 - Financial Instruments: Recognition and Measurement permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset. Fair value is determined in the manner described in note 31.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

AFS Financial Assets
Unlisted shares and listed redeemable notes held by the group that are traded in an active market are classified as being AFS and are stated at fair value. Fair value is determined in the manner described in note 31. Gains and losses arising from changes in fair value are recognised directly in equity in the investments revaluation reserve with the exception of impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, which are recognised directly in profit or loss. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in the investments revaluation reserve is included in profit or loss for the period. Dividends on AFS equity instruments are recognised in profit or loss when the group's right to receive the dividends is established.

The fair value of AFS monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the balance sheet date. The change in fair value attributable to translation differences that result from a change in amortised cost of the asset is recognised in profit or loss, and other changes are recognised in equity.

Loans and Receivables
Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of Financial Assets
Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

For unlisted shares classified as AFS, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, including redeemable notes classified as AFS and finance lease receivables, objective evidence of impairment could include:
- significant financial difficulty of the issuer or counter-party; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written-off against the allowance account. Subsequent recoveries of amounts previously written-off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised. In respect of AFS equity securities, impairment losses previously recognised through profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised directly in equity.

Derecognition of Financial Assets
The group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the group retains substantially all the risks and rewards of ownership of a transferred financial asset, the group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Liabilities and Equity Instruments issued by the Group

Classification as Debt or Equity
Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity Instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities
Financial liabilities are classified as either financial liabilities at 'FVTPL' or 'other financial liabilities'.

Financial Liabilities at FVTPL
Financial liabilities are classified as at FVTPL where the financial liability is either held for trading or it is designated as at FVTPL. A financial liability is classified as held for trading if:
- it has been incurred principally for the purpose of repurchasing in the near future; or
- it is a part of an identified portfolio of financial instruments that the group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:
- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39: Financial Instruments: Recognition and Measurement permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability. Fair value is determined in the manner described in note 31.

Other Financial Liabilities
Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Derecognition of Financial Liabilities
The group derecognises financial liabilities when, and only when, the group's obligations are discharged, cancelled or they expire.

Derivative Financial Instruments
The group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risk, including foreign exchange forward contracts, interest rate swaps and cross currency swaps. Further details of derivative financial instruments are disclosed in note 31.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. The group designates certain derivatives as either hedges of the fair value of recognised assets or liabilities or firm commitments (fair value hedges), hedges of highly probable forecast transactions or hedges of foreign currency risk of firm commitments (cash flow hedges), or hedges of net investments in foreign operations.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derivitive Financial Instruments (continued)

Embedded Derivatives
Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

Fair Value Hedges
Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss immediately, together with any changes in the fair value of the hedged item that are attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in the hedged item attributable to the hedged risk are recognised in the line of the income statement relating to the hedged item.

Revenue
Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and value-added taxation. Revenue is recognised only when it is probable that the economic benefits associated with a transaction will flow to the group and the amount of revenue can be measured reliably.

Sale of goods is recognised when goods are delivered and title has passed.

The group generates revenue both as a principal and an agent. The group sells certain licences on behalf of software developers and recognises revenue as the difference between the gross sales price to the client and the gross cost paid to the licence provider. For all other classes of revenue the group generates revenue as a principal.

Revenue derived from services rendered relates to service and maintenance contracts taken out over a 12 to 36 month period. The revenue, which is deferred, is recognised over the period of the contract.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Foreign Currencies
Transactions in currencies other than South African Rands are initially recorded at the rates of exchange ruling on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are retranslated at the rates ruling on the balance sheet date. Profit and losses arising on exchange are dealt with in profit or loss.

Retirement Benefits
Payments to defined contribution retirement plans are charged as an expense as they fall due.

Provisions
Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date taking into account the risks and uncertainties surrounding the obligation.

Finance Costs
All finance costs are recognised in profit or loss in the period in which they are incurred.

Related Party Transactions
The company does not have a single controlling shareholder. All subsidiaries of the group are related parties. A list of major subsidiaries is included in note 15. Transactions with directors and other key management personnel are disclosed in notes 3 and 35.

Employee Benefits
Options are granted to employees and directors in terms of equity compensation plans at fair value of the company's shares at the date of granting the options. When exercised at a later date, shares are issued at the option value.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee Benefits (continued)

Any losses or profits incurred by the group or the Datacentrix Holdings Share Trust on the exercise of options by employees are accounted for against share premium. Shares held by the trust are treated as treasury shares. Any potential losses that could be incurred by the trust where vested options are immediately exercisable are booked against share premium. Potential losses or profit on vested options exercisable at future dates or profits on options exercisable immediately are disclosed by way of a note.

Share-based Payments
The group issues equity-settled payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined with the binomial model at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest and adjusted for the effect of non-market vesting conditions.

The expected life used in the binomial model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Critical Accounting Judgements and Key Sources of Estimation Uncertainty

Critical Judgements in Applying the Group's Accounting Policies
In the process of applying the group's accounting policies, which are described earlier in this note, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements:

Revenue Recognition
Note 4 sets out the different types of revenue recognised for the businesses of Infrastructure and Managed Services and the Solutions business. In making its judgement of how to treat the revenue of the various transactions, management considered the detailed criteria for the recognition of revenue from the sale of goods and services, set out in IAS 18 - Revenue, and in particular, whether the group had transferred to the buyer the significant risks and rewards of ownership of the goods.

Key Sources of Estimation Uncertainty
The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment of Goodwill
Determining whether goodwill is impaired requires an estimation of the value in use of cash generating units to which goodwill has been allocated. The value in use requires the group to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. The carrying amount of goodwill at the balance sheet date was R15,596 million (2008: R15,596 million) with no impairment losses in the current and prior financial year.

Useful Lives and Residual Values of Assets
Useful lives and residual values of assets are reviewed at least once a year, at year-end. Management is of the opinion that the useful lives and residual values of the assets currently carried are in line with industry norms. Refer to note 11 and 13 for details.

Inventory Carried at Net Realisable Value
The net realisable value of inventory represents the estimated selling price in the current market at balance sheet date. The group provides for the amount, which the cost of inventory is higher than the net realisable value multiplied by the units of stock on hand at balance sheet date. No such provision was required in the current year.

Provision for Bad Debts
The provision to bad debts relates to possible recoverability and ageing issues regarding specific debtors. These are analysed on a one-on-one basis. No provision was raised in the current and prior financial year.

Fair Value of Financial Instruments
As described in note 31, the directors used their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. For derivative financial instruments assumptions are made based on quoted market rates adjusted for specific features of the instrument. Other financial instruments are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates.

3. DIRECTORS

The directors in office at the date of this report were as follows:

Executive:
Ahmed Mahomed (Chief Executive Officer), Elizabeth Naidoo (Financial Director)

Non-Executive:
Gary Morolo (Chairman), Alwyn Martin, Joan Joffe, Thenjiwe Chikane

Appointments and Resignations During the Year
Dudu Nyamane was appointed to the board on 14 April 2008 as an independent, non-executive director. She resigned from the board on 9 March 2009. She was also a member of the Human Resource, Remuneration and Nominations Committee. Israel Skosana resigned from the board in October 2008. He served on the Human Resource, Remuneration and Nominations Committee as well as the Audit and Risk Committee. Alwyn Martin has been appointed to the Human Resource, Remuneration and Nominations Committee effective March 2009. Thenjiwe Chikane rejoined the board in April 2009, and also became a member of the Audit and Risk Committee.

Restraint of Trade Agreements and Long-term Employment Contracts
Both executive directors and most members of senior management are bound by restraint of trade agreements.

Directors' Remuneration (regarded as short-term employee benefits)

Executive Directors	Salaries	Bonuses	Benefits	Retirement contributions	Total
2009	**R'000**	**R'000**	**R'000**	**R'000**	**R'000**
Ahmed Mahomed	**2 024**	**1 953**	**29**	**258**	**4 264**
Elizabeth Naidoo	**1 191**	**977**	**71**	**159**	**2 398**
Total	**3 215**	**2 930**	**100**	**417**	**6 662**
2008					
Gerhard Uys**	1 809	2 965	44	230	5 048
Ahmed Mahomed	1 598	1 483	18	203	3 302
Stewart Barker*	581	452	22	68	1 123
Elizabeth Naidoo	1 018	777	64	136	1 995
Total	5 006	5 677	148	637	11 468

* Resigned 31 August 2007
** Resigned February 2008

No current or retired director receives a pension funded by the group.

Non-Executive Directors - Fees for Services as Directors	Total 2009 R'000	2008 R'000
Gary Morolo#	**688**	625
Alwyn Martin	**353**	190
Dudu Nyamane***	**200**	-
Israel Skosana**	**336**	215
Imogen Mkhize*	**-**	239
Joan Joffe	**463**	223
Total	**2 040**	1 492

Gary Morolo has an interest in major shareholder Aka Capital (Proprietary) Limited and accordingly the fees were paid to this company.
* Resigned February 2008
** Resigned October 2008
*** Resigned March 2009

3. DIRECTORS (continued)

Directors' Shareholding

Executive Directors	2009 Beneficial Direct	2009 Beneficial Indirect	2008 Beneficial Direct	2008 Beneficial Indirect
Ahmed Mahomed	**36 000**	**-**	36 000	-
Total	**36 000**	**-**	36 000	-

Non-Executive Directors	2009 Non-beneficial Indirect	2009 Beneficial Direct	2009 Beneficial Indirect	2008 Non-beneficial Indirect	2008 Beneficial Direct	2008 Beneficial Indirect
Joan Joffe	**-**	**502 685**	**-**	-	502 685	-
Gary Morolo	**61 152 467**	**-**	**20 000 000**	61 152 467	-	20 000 000
Total	**61 152 467**	**502 685**	**20 000 000**	61 152 467	502 685	20 000 000

Gary Morolo is a shareholder in and director of major shareholder Aka Capital (Proprietary) Limited (Co-ordinated Network Investments (Proprietary) Limited and Eglin Investments Number 31 (Proprietary) Limited). There has been no change in shareholding up to date of these financial statements.

Executive Directors' Share Options
Share option allocations are considered and recommended by the board and approved by the Human Resource, Remuneration and Nominations Committee.

	Number of options 29/02/2008	New options allocated during the year	Expired, sold or lapsed during the year	Number of options 28/02/2009	Option price	Granting date	Value of all options in total R
Ahmed Mahomed	750 000	-	-	**750 000**	R1.00	01/01/2002	**750 000**
	1 750 000	-	-	**1 750 000**	R3.43	02/10/2006	**6 002 500**
	-	1 000 000	-	**1 000 000**	R3.11	30/01/2009	**3 110 000**
Elizabeth Naidoo	125 000	-	-	**125 000**	R1.00	08/01/2002	**125 000**
	1 000 000	-	-	**1 000 000**	R3.43	02/10/2006	**3 430 000**
	-	600 000	-	**600 000**	R3.11	30/01/2009	**1 866 000**
	3 625 000	1 600 000	-	**5 225 000**			**15 283 500**

Conditions and exercise periods are set out in the Datacentrix Holdings Share Trust Deed.

4. REVENUE

An analysis of the group's revenue for the year is as follows:

	Group 2009 R'000	Group 2008 R'000
Sale of goods	**1 160 082**	1 125 764
Services rendered	**318 601**	177 617
Rental income - hardware	**21 964**	18 620
Commission income - sale of licenses	**12 675**	24 970
	1 513 322	1 346 971

5. INCOME FROM INVESTMENTS

	Group		Company	
	2009 R'000	2008 R'000	2009 R'000	2008 R'000
Interest on bank deposits	19 832	12 632	12	8
Dividends received from subsidiaries	-	-	68 000	70 000
	19 832	12 632	68 012	70 008

6. FINANCE COSTS

Interest paid to other institutions	3 472	(3 495)	-	-

R3.5 million relates to the reversal of an interest accrual raised at the end of the previous financial year in relation to a section 24C allowance query raised by the South African Revenue Service.

7. PROFIT BEFORE TAXATION

Profit before taxation for the year has been arrived at after charging (crediting):

	Group	
	2009 R'000	2008 R'000
Auditors' remuneration		
- audit fees	2 000	1 800
- fees for other services (taxation and advisory services)	115	347
	2 115	2 147
Net foreign exchange (gains) loss		
- realised	(472)	1 785
- unrealised	16	-
	(456)	1 785
Depreciation of property and equipment	11 225	9 456
Total employee benefits expense	269 021	223 525
Operating lease payments - properties	8 270	5 833
Retirement fund contributions (included in employee benefits expense)	18 960	15 718
Amortisation of software	1 133	698
Profit on disposal of property and equipment		
- various assets	(64)	(74)

8. INCOME TAXATION EXPENSE

	Group		Company	
	2009 R'000	2008 R'000	2009 R'000	2008 R'000
Taxation charge				
SA normal taxation - current year	52 610	56 982	-	4
SA normal taxation - prior year	(82)	133	(8)	77
Deferred taxation - current year	(2 164)	(9 357)	-	-
Deferred taxation - prior year	(50)	(15)	-	-
Rate change adjustment	-	826	-	-
Secondary taxation on companies	5 747	5 645	5 747	5 645
	56 061	54 214	5 739	5 726

SA normal income taxation is calculated at 28% (2008: 28%) of the estimated assessable profit for the year. Secondary taxation on companies is calculated at 10% (2008: 12.5% and 10% as from 1 October 2008) on the net dividends payable. The company elected to only pay secondary taxation on dividends declared by the company and not its subsidiaries. Deferred taxation is calculated at 28% (2008: 28%).

	%	%	%	%
Reconciliation of rate of taxation				
Taxation at statutory rate	28.0	29.0	28.0	29.0
Expenses (income) not allowed for taxation	0.3	1.7	(28.0)	(29.0)
Rate change adjustment	-	0.5	-	-
Secondary taxation on companies	3.3	3.6	8.5	8.1
Prior year under provisions	0.2	(0.1)	-	0.1
Effective taxation rate for the year	31.8	34.7	8.5	8.2

9. EARNINGS PER SHARE AND OTHER PER SHARE INFORMATION

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the company is based on the following data:

	Group	
	2009 R'000	2008 R'000
Earnings for the purpose of earnings per share	120 419	101 865
Number of shares		
Weighted average number of ordinary shares for the purposes of earnings per share	195 784 991	195 784 991
Effect of dilutive potential ordinary shares: Share options	1 509 903	3 849 315
Weighted average number of ordinary shares for the purposes of diluted earnings per share	197 294 894	199 634 306
Earnings per share (cents)		
Basic	61.5	52.0
Diluted	61.0	51.0
Headline earnings for the purposes of headline earnings per share		
Earnings attributable to ordinary shareholders	120 419	101 865
Profit on disposal of assets	(64)	(74)
Headline earnings for the purposes of basic and diluted headline earnings per share	120 355	101 791

9. EARNINGS PER SHARE AND OTHER PER SHARE INFORMATION (continued)

	Group 2009 R'000	Group 2008 R'000
Number of shares		
Weighted average number of ordinary shares for the purposes of headline earnings per share	195 784 991	195 784 991
Effect of dilutive potential ordinary shares: Share options	1 509 903	3 849 315
Weighted average number of ordinary shares for the purposes of diluted headline earnings per share	197 294 894	199 634 306
Headline earnings per share (cents)		
Basic	61.5	52.0
Diluted	61.0	51.0
Net asset value per share		
Net asset value per share is calculated by dividing the ordinary shareholder's equity by the issued share capital at year-end.		
Number of shares		
Weighted average number of shares (net of shares held by the Datacentrix Holdings Share Trust)	195 784 991	195 784 991
Net asset value		
Ordinary shareholder's equity	360 625	294 476
Net asset value (adjusted for treasury shares) per share (cents)	184.2	150.4
Tangible net asset value		
Tangible net asset value per share is calculated by dividing the ordinary shareholder's equity, less intangibles, by the issued share capital at year-end.		
Number of shares		
Weighted average number of shares (net of shares held by the Datacentrix Holdings Share Trust)	195 784 991	195 784 991
Net asset value		
Ordinary shareholder's equity	360 625	294 476
Adjustment: less intangible assets	(17 138)	(17 740)
Tangible net asset value	343 487	276 736
Tangible net asset value (adjusted for treasury shares) per share (cents)	175.4	141.3

10. DIVIDEND AND DECLARED DIVIDEND

On 7 May 2008 a dividend of 13.2 cents per share was paid to shareholders. In respect of the current year, the directors declared an interim dividend of 13.0 cents, and declared a final normal dividend of 17.0 cents, which is two times headline earnings per share cover, as per the policy. This brings the dividend to a total of 30.0 cents declared for the full year. This dividend has not been included as a liability in these financial statements as it was declared subsequent to year-end.

The declared dividend for 2009 is payable to all shareholders on the Register of Members on 8 May 2009. The total estimated dividend to be paid is R34,895,166.

11. PROPERTY AND EQUIPMENT - GROUP ONLY

2009	Opening balance R'000	Additions R'000	Disposals R'000	Closing balance R'000
COST				
Land	1 915	-	-	1 915
Buildings	13 548	-	-	13 548
Motor vehicles	1 522	378	(270)	1 630
Furniture and fittings	4 535	1 648	(30)	6 153
Computer equipment	15 795	9 389	(1 163)	24 021
Office equipment	3 082	2 806	(181)	5 707
Spare parts	16 659	5 961	(1 137)	21 483
Leasehold improvements	1 041	373	-	1 414
Total	58 097	20 555	(2 781)	75 871

	Opening balance R'000	Depreciation R'000	Disposals R'000	Closing balance R'000
ACCUMULATED DEPRECIATION				
Land	-	-	-	-
Buildings	249	3	-	252
Motor vehicles	865	279	(240)	904
Furniture and fittings	3 642	509	(30)	4 121
Computer equipment	8 692	4 392	(1 120)	11 964
Office equipment	2 614	449	(181)	2 882
Spare parts	8 986	5 428	(1 137)	13 277
Leasehold improvements	1 031	165	-	1 196
Total	26 079	11 225	(2 708)	34 596

2008	Opening balance R'000	Additions R'000	Disposals R'000	Closing balance R'000
COST				
Land	1 915	-	-	1 915
Buildings	13 548	-	-	13 548
Motor vehicles	1 195	511	(184)	1 522
Furniture and fittings	4 175	367	(7)	4 535
Computer equipment	10 257	6 163	(625)	15 795
Office equipment	2 772	310	-	3 082
Spare parts	16 379	5 442	(5 162)	16 659
Leasehold improvements	997	44	-	1 041
Total	51 238	12 837	(5 978)	58 097

	Opening balance R'000	Depreciation R'000	Disposals R'000	Closing balance R'000
ACCUMULATED DEPRECIATION				
Land	-	-	-	-
Buildings	249	-	-	249
Motor vehicles	744	167	(46)	865
Furniture and fittings	3 149	500	(7)	3 642
Computer equipment	6 164	3 089	(561)	8 692
Office equipment	2 141	473	-	2 614
Spare parts	7 729	5 184	(3 927)	8 986
Leasehold improvements	988	43	-	1 031
Total	21 164	9 456	(4 541)	26 079

11. PROPERTY AND EQUIPMENT - GROUP ONLY (continued)

	Group 2009 R'000	2008 R'000
NET BOOK VALUE AND DEPRECIATION RATES APPLIED		
Land	**1 915**	1 915
Buildings (5%)	**13 296**	13 299
Motor vehicles (25%)	**726**	657
Furniture and fittings (16.7%)	**2 032**	893
Computer equipment (33.3%)	**12 057**	7 103
Office equipment (15% to 33.3%)	**2 825**	468
Spare parts (33.3%)	**8 206**	7 673
Leasehold improvements (period of lease)	**218**	10
Total	**41 275**	32 018

Land comprises stand number 865 Kosmosdal, Extension 11, Gauteng with buildings and additions thereon at additional costs. The register of land and buildings is open for inspection at the registered office of the company.

Computer equipment includes an amount of R9,269,000 cost (2008: R3,664,000) and R2,726,000 accumulated depreciation (2008: R1,095,000) in relation to printers used within the Managed Print Services business on client premises.

12. GOODWILL

	2009	2008
Carrying amount at the beginning of the year	**15 596**	15 596
Goodwill at acquisition	**24 114**	24 114
Accumulated impairments	**(8 518)**	(8 518)
Impairment recognised during the year	**-**	-
Carrying amount at the end of the year	**15 596**	15 596
Goodwill at acquisition net of amortisation and disposals	**24 114**	24 114
Accumulated impairments	**(8 518)**	(8 518)

The group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired. The calculations were done with reference to the smallest cash generating units being the Johannesburg and Solutions business units respectively. The recoverable amounts of the cash generating units are determined based on value in use. This value in use is determined by means of a discounted cash flow model. Three and five year cash flow forecasts respectively were used to assess this. The key assumptions in the calculations included an average discount rate of 14.5% (2008: 14.5%) and expected volume growth of zero percent. Management considers these rates to be highly conservative.

13. OTHER INTANGIBLE ASSETS - SOFTWARE

	2009	2008
Carrying amount at the beginning of the year	**2 144**	867
Cost	**7 376**	5 401
Amortised to the beginning of the year	**(5 232)**	(4 534)
Additions during the year	**531**	1 975
Disposals during the year	**-**	-
Amortisation recognised during the year	**(1 133)**	(698)
Carrying amount at the end of the year	**1 542**	2 144
Cost at acquisition	**7 907**	7 376
Amortised to the end of the year	**(6 365)**	(5 232)

The amortisation rate applied was 33% (2008: 33.3%).

14. LONG-TERM RECEIVABLES

	2009	2008
Amounts receivable under finance leases	**7 022**	11 405
Short-term portion (within one year) (refer note 19)	**3 766**	5 146
Long-term portion (after one year)	**3 256**	6 259

14. LONG-TERM RECEIVABLES (continued)

The group entered finance leasing arrangements for certain computer hardware. The average terms of the leases, which were entered into in 2006, are four years. The average effective interest rate is 10% (2008: 10%). This rate is considered to be market related and the fair value of the leases approximates the book values. The rate is fixed at the contract date, which exposed the group to fair value interest rate risk. Monthly instalments amount to R280,000 (2008: R280,000).

An amount of R10.9 million was prepaid to a supplier in respect of a desktop management outsource transaction with a client. This cost will be recovered over the period of the contract of 48 months. Eighteen months have passed and there is a remaining period of 30 months to recover this cost against future billings.

The group also financed an amount of R746,000 in respect of software and equipment for a business solutions outsource client.

15. INVESTMENT IN SUBSIDIARIES

	Company 2009 R'000	2008 R'000
Shares at cost	**22 313**	22 313
Amount owing by subsidiary companies	**68 671**	61 827
	90 984	84 140

	Issued share capital		Effective percentage held		Shares at cost		Net receivable	
Name of subsidiary *Principal activity*	**2009 R'000**	**2008 R'000**	**2009 %**	**2008 %**	**2009 R'000**	**2008 R'000**	**2009 R'000**	**2008 R'000**
Datacentrix (Proprietary) Limited *IT infrastructure and managed services*	**2**	2	**100**	100	**10 857**	10 857	**59 799**	52 955
Datacentrix Business Solutions (Proprietary) Limited *Business solutions*	**200**	200	**100**	100	**9 799**	9 799	**8 872**	8 872
Datacentrix Infrastructure Optimisation (Proprietary) Limited *Dormant*	**22 220**	22 220	**100**	100	**1 657**	1 657	**-**	-
Dezzo Trading (Proprietary) Limited *Dormant*	**100**	100	**100**	100	**-**	-	**-**	-
E-centrix (Proprietary) Limited *Dormant*	**100**	100	**100**	100	**-**	-	**-**	-
Datacentrix Properties (Proprietary) Limited * *Property*	**100**	100	**100**	100	**-**	-	**-**	-
Styleprops Services 18 (Proprietary) Limited * *Dormant*	**100**	100	**100**	100	**-**	-	**-**	-
Datacentrix Outsourcing (Proprietary) Limited *Dormant*	**100**	100	**100**	100	**-**	-	**-**	-
Dirigible IT (Proprietary) Limited* *Dormant*	**100**	100	**100**	100	**-**	-	**-**	-
					22 313	22 313	**68 671**	61 827

* Indirect holding, i.e. through a subsidiary

15. INVESTMENT IN SUBSIDIARIES (continued)

The interest of the group in the net income (loss) of its subsidiary companies and special purpose entity is:

	Group	
	2009 R'000	2008 R'000
Datacentrix (Proprietary) Limited	109 682	92 630
Datacentrix Solutions (Proprietary) Limited	16 953	15 348
Datacentrix Holdings Share Trust	74	-
Datacentrix Properties (Proprietary) Limited	(27)	(40)
	126 682	107 938

16. DEFERRED TAXATION ASSETS

	2009 R'000	2008 R'000
Trademarks	-	-
Provisions, forward exchange contract and lease liabilities	7 716	9 085
Property and equipment	4 923	3 738
Calculated taxation loss	361	245
Prepayments and restraint of trade payments	(26)	7
Deferred revenue on long-term contracts and finance leases	7 980	10 093
	20 954	23 168
Movement in deferred taxation:		
Carrying amount at the beginning of the year	23 168	14 582
Movement in:		
Trademarks	-	(508)
Provisions, forward exchange contract and lease liabilities	(1 369)	1 939
Property and equipment	1 185	948
Calculated taxation loss	116	135
Rate change adjustment	-	(827)
Prepayments and restraint of trade payments	(33)	(203)
Deferred revenue on long-term contracts and finance leases	(2 113)	7 102
Carrying amount at the end of the year	20 954	23 168

The taxation effects of temporary timing differences of the company and subsidiary companies resulted in deferred taxation assets. It is probable that future taxable income will be sufficient to allow the taxation benefit to be realised.

17. LOAN TO SHARE TRUST

	Company	
	2009 R'000	2008 R'000
Loan to Datacentrix Holdings Share Trust	6 627	6 627

The loan is unsecured, interest-free and there are no fixed terms of repayment. Refer to note 28 for details in respect of the share trust.

18. INVENTORIES

	Group	
	2009 R'000	2008 R'000
Finished goods	3 853	3 676
Work in progress	2 217	4 449
Consumables	4 368	2 851
	10 438	10 976

Consumables stock relates to cartridges, which are supplied by the Managed Print Services business unit to clients. It was not necessary to adjust any inventories to net realisable value.

19. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2009 R'000	2008 R'000	2009 R'000	2008 R'000
Trade receivables	271 700	229 621	-	-
Short-term portion of long-term receivables (refer note 14)	3 766	5 146	-	-
Other receivables	8 965	1 705	26	136
	284 431	236 472	26	136

The average credit period on sale of goods is 45 days (2008: 45 days). No interest is charged on the trade receivables. Trade receivables are provided for based on estimated irrecoverable amounts from the sale of goods, determined by reference to past default experience. There has historically been very limited bad debt due to the spread and quality of clients. No provision was raised in the current or prior year.

Before accepting any new client, the group considers bank and trade references to assess the potential client's credit quality and defines credit limits by client. There are no clients who represent more than 10% of the total balance of trade receivables.

Included in the group's trade receivable balance is debtors with a carrying amount of R10 million (2008: R8 million), which is past due at the reporting date for which the group has not provided as there has not been a significant change in credit quality and the amounts are still considered recoverable. The group does not hold any collateral over these balances. The average age of these receivables is 65 days (2008: 55 days).

20. CASH AND CASH EQUIVALENTS

	Group 2009 R'000	Group 2008 R'000	Company 2009 R'000	Company 2008 R'000
Bank balances and cash	232 841	221 896	181	120

The group and company had no overdrawn bank accounts at year-end and therefore no off-setting of bank accounts has occurred on the group's balance sheet. All cash resources are placed with reputable bankers.

21. SHARE CAPITAL, SHARE PREMIUM, TREASURY SHARES AND EQUITY-SETTLED SHARE SCHEME RESERVE

Share Capital

	Group 2009 R'000	Group 2008 R'000	Company 2009 R'000	Company 2008 R'000
Authorised				
400,000,000 (2008: 400,000,000) ordinary shares of R0,0001 each	40	40	40	40
Issued				
205,265,683 (2008: 205,265,683) ordinary shares of R0,0001 each	21	21	21	21

21. SHARE CAPITAL, SHARE PREMIUM, TREASURE SHARES AND EQUITY-SETTLED SHARE SCHEME RESERVE (continued)

	Group		Company	
Share Premium	**2009 R'000**	**2008 R'000**	**2009 R'000**	**2008 R'000**
Carrying amount at the beginning of the year	**38 145**	40 709	**39 280**	39 280
Loss on sale of treasury shares	**(779)**	(2 564)	**-**	-
Carrying amount at the end of the year	**37 366**	38 145	**39 280**	39 280
Treasury Shares	**(37 166)**	(35 901)	**-**	-

The number of treasury shares held by the Datacentrix Holdings Share Trust amounts to 9,480,692 (2008: 9,480,692) ordinary shares.

Equity-Settled Share Scheme Reserve				
Carrying amount at the beginning of the year	**12 672**	8 642	**12 672**	8 642
Expensed during the year	**2 600**	4 030	**2 600**	4 030
Carrying amount at the end of the year	**15 272**	12 672	**15 272**	12 672

The share-based payments expense in terms of IFRS 2 has been expensed to the income statement as part of the employee benefits and credited to this equity account.

22. OBLIGATIONS UNDER FINANCE LEASES

	Group	
	2009 R'000	**2008 R'000**
Amounts payable under finance leases	**-**	2 007
Short-term portion (within one year) (refer note 24)	**-**	2 007
Long-term portion (after one year)	**-**	-

The group leased certain computer hardware under finance leases. The average lease term was four years and the leases commenced in the 2006 financial year. The average effective borrowing rate was 10% (2008: 10%). Interest rates were fixed at the contract date and thus exposed the group to fair value interest rate risk. All leases were on a fixed repayment basis. The fair value of the leases approximated their carrying amounts. Monthly instalments amounted to R210,000 (2008: R210,000).

23. DEFERRED REVENUE

Carrying amount at the beginning of the year	**46 532**	45 982
Long-term portion	**19 327**	18 327
Short-term portion	**27 205**	27 655
Deferral of revenue during the year	**68 386**	40 886
Realisation of revenue during the year	**(55 085)**	(40 336)
Carrying amount at the end of the year	**59 833**	46 532
Long-term portion	**16 328**	19 327
Short-term portion	**43 505**	27 205

Deferred revenue relates to service and maintenance contracts contracted for over a 12 to 36 month period. The related revenue, which has been deferred, is recognised over the period of the contract.

24. TRADE AND OTHER PAYABLES

	Group		Company	
	2009 R'000	**2008 R'000**	**2009 R'000**	**2008 R'000**
Trade payables	**130 675**	131 734	**-**	-
Short-term portion of finance lease obligations (refer note 22)	**-**	2 007	**-**	-
Other accruals and payables	**48 836**	46 919	**31**	93
	179 511	180 660	**31**	93

25. PROVISIONS (short-term in nature)

	Group	
	2009 R'000	**2008 R'000**
Provision for Audit Fee		
Carrying amount at the beginning of the year	**2 071**	2 008
Provision made	**2 115**	2 342
Provision utilised	**(3 054)**	(2 279)
Carrying amount at the end of the year	**1 132**	2 071

Provision for audit fee
The audit fee provision is based on the total budget approved by the Audit and Risk Committee.

26. CONTINGENT LIABILITIES, CAPITAL COMMITMENTS AND LITIGATION STATEMENT

The directors of the company are not aware of any legal or arbitration proceedings, pending or threatened against the group, which may have or have had, from 1 March 2009 up to the date of this notice, a material effect on the group's financial position.

The following bank guarantees were in place for subsidiary companies:

- R75,524 (2008: R75,524) and R108,000 (2008: R108,000) for rental payments for Datacentrix (Proprietary) Limited, with the beneficiaries respectively being Barrow Properties (Proprietary) Limited, Atlas Properties Limited and Rosehip Properties 6 (Proprietary) Limited.

There are unlimited cross-suretyships between all the subsidiaries and the company for bank facilities. The group has no material contingent liabilities or capital commitments.

27. OPERATING AND FINANCE LEASE ARRANGEMENTS

Minimum lease payments under operating leases are recognised in income for the year. Operating lease payments represent rentals payable by the group for certain of its office properties. At the balance sheet date, the group had outstanding commitments under non-cancellable operating leases, which fall due as follows:

	Group	
	2009 R'000	**2008 R'000**
Within one year	**10 965**	4 447
In the second to fifth year	**18 846**	5 190
	29 811	9 637

Operating leases relate to office facilities with lease terms of between one to three years, with an option to extend for a further three years. All operating lease contracts contain market review clauses in the event that the group exercises its option to renew. The group does not have an option to purchase the leased asset at the expiry of the lease period.

At the balance sheet date, the group had outstanding commitments under non-cancellable finance leases payable, which fall due as follows (refer note 22):

Within one year	**-**	2 007
In the second to fifth year	**-**	-
	-	2 007

At the balance sheet date, the group had outstanding receivables under non-cancellable finance leases receivable, which fall due as follows (refer note 14):

Within one year	**(1 097)**	(3 081)
In the second to fifth year	**-**	(1 097)
	(1 097)	(4 178)

28. SHARE-BASED PAYMENTS

Equity-Settled Share Option Plan

The group plan provides for a grant price equal to the average quoted market price of the group shares on the date of grant. The vesting period is 12 to 54 months for employees and 12 to 36 months for directors. If the options remain unexercised after a period of 10 years from the date of grant, the options expire. Furthermore, options are forfeited if the employee leaves the group before the option vests.

The share option plan is managed by the Datacentrix Holdings Share Trust. Datacentrix Holdings Limited funds the cash flow of the trust and has the obligation to fund the deficit of the trust on termination. The financial years in which an employee may exercise his/her options are as follows:

Exercise price	2009	2010	2011	2012	2013	2014	Total
92 cents	23 000	-	-	-	-	-	**23 000**
100 cents	1 114 340	-	-	-	-	-	**1 114 340**
125 cents	20 000	-	-	-	-	-	**20 000**
130 cents	59 375	-	-	-	-	-	**59 375**
140 cents	50 000	-	-	-	-	-	**50 000**
150 cents	37 000	-	-	-	-	-	**37 000**
170 cents	35 000	-	-	-	-	-	**35 000**
200 cents	133 203	1 172	-	-	-	-	**134 375**
215 cents	10 000	-	-	-	-	-	**10 000**
230 cents	47 500	2 500	-	-	-	-	**50 000**
240 cents	43 750	6 250	-	-	-	-	**50 000**
245 cents	9 844	1 406	-	-	-	-	**11 250**
250 cents	192 969	77 188	38 593	-	-	-	**308 750**
260 cents	16 406	6 563	3 281	-	-	-	**26 250**
270 cents	7 813	9 375	14 062	12 500	12 500	6 250	**62 500**
285 cents	9 375	3 750	1 875	-	-	-	**15 000**
300 cents	820 575	117 225	-	-	-	-	**937 800**
305 cents	31 250	20 625	22 500	16 250	16 250	8 125	**115 000**
308 cents	43 750	6 250	-	-	-	-	**50 000**
310 cents	31 250	17 500	16 250	10 000	10 000	5 000	**90 000**
311 cents	-	765 833	998 333	998 334	465 000	232 500	**3 460 000**
325 cents	70 000	30 000	17 500	2 500	-	-	**120 000**
330 cents	18 750	17 500	17 500	11 250	5 000	-	**70 000**
331 cents	-	2 500	5 000	5 000	5 000	2 500	**20 000**
343 cents	1 925 000	825 000	-	-	-	-	**2 750 000**
350 cents	42 500	20 000	13 750	3 750	-	-	**80 000**
351 cents	-	1 875	3 750	3 750	3 750	1 875	**15 000**
360 cents	7 500	12 500	12 500	12 500	5 000	-	**50 000**
380 cents	17 500	15 000	15 000	12 500	-	-	**60 000**
390 cents	-	7 500	7 500	7 500	7 500	-	**30 000**
400 cents	-	31 875	33 750	33 750	33 750	1 875	**135 000**
420 cents	-	7 500	7 500	7 500	7 500	-	**30 000**
430 cents	-	17 500	17 500	17 500	17 500	-	**70 000**
450 cents	22 500	22 500	22 500	22 500	-	-	**90 000**
460 cents	15 625	6 250	3 125	-	-	-	**25 000**
480 cents	3 125	6 250	6 250	6 250	3 125	-	**25 000**
485 cents	6 250	6 250	6 250	6 250	-	-	**25 000**
486 cents	12 500	12 500	12 500	12 500	-	-	**50 000**
495 cents	6 875	13 750	13 750	13 750	6 875	-	**55 000**
499 cents	9 375	28 750	28 750	28 750	19 375	-	**115 000**
500 cents	66 250	106 250	106 250	106 250	40 000	-	**425 000**
520 cents	10 625	13 750	13 750	13 750	3 125	-	**55 000**
530 cents	10 000	12 500	12 500	12 500	2 500	-	**50 000**
533 cents	5 000	10 000	10 000	10 000	5 000	-	**40 000**
550 cents	4 375	8 750	8 750	8 750	4 375	-	**35 000**
	4 990 150	2 271 887	1 490 519	1 395 834	673 125	258 125	**11 079 640**

28. SHARE-BASED PAYMENTS (continued)

The inputs into the binomial model are as follows for both the current and prior year:

Expected volatility: The historical volatility percentages used, were calculated over the entire period of each grant from listing date of the share.
Expected life: 12 to 54 months
Risk free rate: The zero-coupon bond curve interest rate was used for each grant date in determining this rate.
Expected dividends: A dividend yield of 8.5% (2008: 5.5%), continuously compounded, was used based on industry averages.

	Group	
	2009 Options	**2008 Options**
Outstanding at beginning of the year	**9 796 490**	12 363 910
Granted during the year	**3 995 000**	1 505 000
Exercised during the year	**(871 200)**	(3 118 983)
Forfeited during the year	**(1 840 650)**	(953 437)
Outstanding at the end of the year	**11 079 640**	9 796 490

The weighted average share price at the date of exercise for share options exercised during the period was R4.17 (2008: R4.78).

Expected volatility was determined by calculating the historical volatility of the group's share price over the previous years since listing. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. The estimated fair value of the options at year-end amounts to R13,404,149 (2008: R21,793,271). The trust has a potential future exposure of Rnil (2008: Rnil) since the shares owned by the trust are more than the options not yet exercised that are in the money.

29. RETIREMENT BENEFIT PLANS

The Alexander Forbes Provident Fund with 786 members (2008: 692 members) is a defined contribution fund of which the majority of the group's permanent employees are members. These funds have been registered by the Registrar of Pension Funds and are governed by the Pension Funds Act 24 of 1956. The group does not provide any post-retirement medical benefits to its employees.

30. EVENTS AFTER THE BALANCE SHEET DATE

There are no material events after the balance sheet date that require additional disclosure.

31. FINANCIAL INSTRUMENTS

Capital Risk Management
The group manages its capital to ensure that entities in the group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The group's overall strategy remains unchanged from 2008. There is currently no long-term debt on the balance sheet of the company, except for some finance leases in 2008 (refer note 22).

Significant Accounting Policies
Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 to the financial statements.

Categories of Financial Instruments

GROUP 2009	Loans and receivables R'000	Other financial assets R'000	Total R'000	Fair value R'000
Financial assets				
Long-term receivables	**3 256**	**-**	**3 256**	**3 256**
Trade and other receivables	**284 431**	**-**	**284 431**	**284 431**
Cash and cash equivalents	**-**	**232 841**	**232 841**	**232 841**
	287 687	**232 841**	**520 528**	**520 528**

31. FINANCIAL INSTRUMENTS (continued)

Categories of Financial Instruments (continued)

GROUP 2008	Loans and receivables R'000	Other financial assets R'000	Total R'000	Fair value R'000
Financial assets				
Long-term receivables	6 259	-	6 259	6 259
Trade and other receivables	236 472	-	236 472	236 472
Cash and cash equivalents	-	221 896	221 896	221 896
	242 731	221 896	464 627	464 627

GROUP 2009	FVTPL R'000	Other financial liabilities R'000	Total R'000	Fair value R'000
Financial liabilities				
Trade and other payables	**179 511**	**-**	**179 511**	**179 511**
	179 511	**-**	**179 511**	**179 511**
2008				
Financial liabilities				
Trade and other payables	180 660	-	180 660	180 660
	180 660	-	180 660	180 660

COMPANY 2009	Loans and receivables R'000	Other financial assets R'000	Total R'000	Fair value R'000
Financial assets				
Loan to share trust and receivables	**6 627**	**-**	**6 627**	**6 627**
Trade and other receivables	**26**	**-**	**26**	**26**
Cash and cash equivalents	**-**	**181**	**181**	**181**
	6 653	**181**	**6 834**	**6 834**
2008				
Financial assets				
Loan to share trust and receivables	6 627	-	6 627	6 627
Trade and other receivables	136	-	136	136
Cash and cash equivalents	-	120	120	120
	6 763	120	6 883	6 883

COMPANY 2009	FVTPL R'000	Other financial liabilities R'000	Total R'000	Fair value R'000
Financial liabilities				
Trade and other payables	**31**	**-**	**31**	**31**
	31	**-**	**31**	**31**
2008				
Financial liabilities				
Trade and other payables	93	-	93	93
	93	-	93	93

31. FINANCIAL INSTRUMENTS (continued)

Financial Risk Management Objectives
The group's financial function provides services to the business and co-ordinates access to domestic and international financial markets. The Executive Committee monitors and manages the financial risks relating to the operations of the group through monthly analysis reports, which analyses risks. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

The group seeks to minimise the effects of these risks by using derivative financial instruments to hedge these risk exposures. The use of financial derivatives is governed by the group's policies approved by the board of directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. The group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market Risk
The group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The group only enters into derivative financial instruments to manage its exposure to foreign currency risk; being forward foreign exchange contracts to hedge the exchange rate risk arising on the import of electronic equipment.

Market risk exposures are measured using sensitivity analysis. There has been no change to the group's exposure to market risks or the manner in which it manages and measures the risk.

Foreign Currency Risk Management
The group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

Forward Foreign Exchange Contracts
It is the policy of the group to enter into forward foreign exchange contracts to cover all foreign currency payments and receipts within 100% of the exposure generated.

Foreign exchange contracts are entered into for most transactions as frequent purchases are made from foreign entities. On short-term contracts, currency fluctuations are passed onto clients. Limited currency risks related to long-term contract exist. At the balance sheet date, the group held no foreign denominated cash balances.

2009	Foreign currency amount R'000	Spot rate	R'000	Fair value R'000
US Dollars	1 189	10.10	12 012	12 095
Euro	34	12.76	434	436
			12 446	12 531
2008				
US Dollars	1 076	7.72	8 308	8 322
Euro	139	11.72	1 629	1 637
			9 937	9 959

Foreign Currency Sensitivity
The US Dollar is the primary currency to which the group is exposed. The following table indicates the group's sensitivity at year-end to the indicated movements in the US Dollar on financial instruments including forward foreign exchange contracts. The rates of sensitivity are the rates used when reporting the currency risk to the group and represents management's assessment of the possible change in the reporting foreign currency exchange rates.

31. FINANCIAL INSTRUMENTS (continued)

Foreign Currency Sensitivity (continued)

2009	USD 1: R9.35	R10.10	R10.91	R11.78
Forex loss	(382)	(413)	(446)	(482)
Forward exchange contracts	(115)	(124)	(134)	(145)
Creditors	(267)	(289)	(312)	(337)
2008	**USD 1: R7.00**	**R7.72**	**R8.50**	**R9.30**
Forex loss	(1 829)	(2 017)	(2 221)	(2 430)
Forward exchange contracts	(1 862)	(2 053)	(2 260)	(2 473)
Creditors	33	36	40	43

2009	Euro 1: R11.82	R12.76	R13.78	R14.88
Forex loss	(40)	(43)	(46)	(50)
Forward exchange contracts	(141)	(152)	(164)	(177)
Creditors	101	109	118	127
2008	**Euro 1: R10.60**	**R11.72**	**R12.90**	**R14.00**
Forex profit	209	232	255	277
Forward exchange contracts	91	101	111	121
Creditors	118	131	144	156

Interest Rate Risk Management
The group is not exposed to any interest rate risk as it has no debt, other than the finance lease in 2008, refer note 22.

Credit Risk Management
Credit risk refers to the risk that a counter-party will default on its contractual obligations resulting in financial loss to the group. The group has adopted a policy of only dealing with creditworthy counter-parties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Trade receivables consist of a large number of clients, spread across diverse industries. The group does not have any significant credit risk exposure to any single counter-party or any group of counter-parties having similar characteristics. Except as detailed in the following table, the carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the group's maximum exposure to credit risk without taking account of the value of any collateral obtained.

The group has the following amounts due from major clients:

2009	Number of clients	Value R'000	%
Greater than R5 million	14	118 696	44
Greater than R2 million but less than R5 million	21	67 297	25
Less than R2 million	650	85 707	31
	685	271 700	100
2008			
Greater than R5 million	9	69 805	30
Greater than R2 million but less than R5 million	18	54 717	24
Less than R2 million	373	105 099	46
	400	229 621	100

Liquidity Risk
Liquidity risk is mainly attributable to the trade and other payables, but current cash and cash equivalents are sufficient to ensure payment of these balances.

32. SHAREHOLDER ANALYSIS

The analysis excludes shares deemed to be issued (refer to note 21).

Major Shareholders	2009 Number of shares	2009 %	2008 Number of shares	2008 %
Aka Capital (Proprietary) Limited [Co-ordinated Network Investments (Proprietary) Limited and Eglin Investments Number 31 (Proprietary) Limited]	81 152 467	40	81 152 467	40
Nedbank Group	22 177 719	11	22 177 719	11
Gerhard Uys	5 386 544	3	6 053 031	3
Directors, management and staff	2 204 090	1	2 477 226	1
Datacentrix Holdings Share Trust	9 480 692	5	9 480 692	5
General public and corporate investors				
- Investec	19 318 332	9	27 826 746	13
- Other	65 545 839	31	56 097 802	27
Total	205 265 683	100	205 265 683	100

2009	Number of shareholders	%	Number of shares	%
1 to 10 000 shares	1 237	80	3 531 186	2
10 001 to 50 000 shares	171	11	4 307 181	2
50 001 to 100 000 shares	30	2	2 340 233	1
100 001 to 500 000 shares	61	4	14 764 572	7
500 001 to 1 000 000 shares	20	1	14 861 267	7
1 000 001 shares and over	22	2	165 461 244	81
Total	1 541	100	205 265 683	100
2008				
1 to 10 000 shares	1 296	82	3 597 826	2
10 001 to 50 000 shares	152	10	3 781 712	2
50 001 to 100 000 shares	29	2	2 279 522	1
100 001 to 500 000 shares	54	3	14 108 958	7
500 001 to 1 000 000 shares	20	1	14 435 724	7
1 000 001 shares and over	25	2	167 061 941	81
Total	1 576	100	205 265 683	100

33. BORROWING POWERS OF THE COMPANY AND ITS SUBSIDIARIES

The borrowing powers of Datacentrix Holdings Limited's directors are unlimited.

The directors of the subsidiaries are governed by an approval framework, which is renewed by the Datacentrix Holdings Limited board from time to time.

34. SEGMENTAL ANALYSIS

All the group's activities are conducted within South Africa. For reporting purposes, the group is organised into two operating divisions. These divisions are the basis on which the group reports its primary segment information.

Principal activities are as follows:

- Infrastructure and Managed Services - supply of IT infrastructure and services;
- Business Solutions - supply of business solutions; and
- Other - remaining subsidiaries and special purpose entities of the group.

34. SEGMENTAL ANALYSIS (continued)

The business segmental information is presented below:

	Infrastructure and Managed Services R'000	Business Solutions R'000	Other R'000	Group R'000
2009				
Segment revenue	1 432 312	81 010	-	1 513 322
Profit before taxation	153 454	23 544	(518)	176 480
Finance costs	(3 483)	11	-	(3 472)
Investment income	(9 626)	(10 149)	(57)	(19 832)
Segment result	140 345	13 406	(575)	153 176
Depreciation of property and equipment	(10 864)	(361)	-	(11 225)
Amortisation of software and goodwill impairments	(845)	(288)	-	(1 133)
Total assets	474 450	70 289	65 594	610 333
Deferred taxation assets	(18 553)	(2 494)	93	(20 954)
Segment assets	455 897	67 795	65 687	589 379
Total liabilities	238 271	11 446	(9)	249 708
Current taxation liabilities	(7 527)	(650)	90	(8 087)
Segment liabilities	230 744	10 796	81	241 621
Capital expenditure - property and equipment and intangible assets	20 316	770	-	21 086
2008				
Segment revenue	1 280 326	66 645	-	1 346 971
Profit before taxation	134 754	21 733	(408)	156 079
Finance costs	3 487	8	-	3 495
Investment income	(6 867)	(5 756)	(9)	(12 632)
Segment result	131 374	15 985	(417)	146 942
Depreciation of property and equipment	(8 886)	(460)	(110)	(9 456)
Amortisation of software and goodwill impairments	(458)	(240)	-	(698)
Total assets	426 094	64 334	58 101	548 529
Deferred taxation assets	(21 010)	(2 262)	104	(23 168)
Segment assets	405 084	62 072	58 205	525 361
Total liabilities	239 591	14 493	(31)	254 053
Current taxation liabilities	(20 924)	(3 780)	129	(24 575)
Segment liabilities	218 667	10 713	98	229 478
Capital expenditure - property and equipment and intangible assets	14 270	542	-	14 812

35. RELATED PARTY TRANSACTIONS

During the year the company and its subsidiaries, in the ordinary course of business, entered into various sale and purchase transactions with related parties. These transactions with related parties occurred under terms that are not less favourable than those arranged with third parties.

Subsidiaries
Details of investments in subsidiaries are disclosed in note 15. No goods and services were sold by the company to its subsidiaries. Dividends received are disclosed in the income statement and in note 5.

Directors
Details relating to the directors' emoluments are disclosed in note 3. The directors did not purchase any equipment or inventory during the current and prior years.

Shareholders
The principal shareholders of the company are detailed in the shareholders' analysis in note 32.

Other Key Management Personnel
The total amount paid to key management personnel comprises short-term employee benefits to the amount of R10,448,948 (2008: R6,827,125).

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

for the year ended 28 February 2009 (continued)

36. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM (UTILISED IN) OPERATIONS

	Group		Company	
	2009 R'000	2008 R'000	2009 R'000	2008 R'000
Profit before taxation	**176 480**	156 079	**67 476**	69 653
Adjusted for:	**(8 259)**	2 164	**(68 012)**	(70 008)
Profit on sale of property and equipment	**(64)**	(74)	**-**	-
Depreciation of property and equipment	**11 225**	9 456	**-**	-
Impairment of goodwill and amortisation of software	**1 133**	698	**-**	-
Interest received	**(19 832)**	(12 632)	**(12)**	(8)
Dividend received from subsidiary	**-**	-	**(68 000)**	(70 000)
Straight-line accounting for leases	**930**	(245)	**-**	-
Share-based payments	**2 600**	4 030	**-**	-
Loss on sale of treasury shares	**(779)**	(2 564)	**-**	-
Interest paid	**(3 472)**	3 495	**-**	-
Operating profit (loss) before working capital changes	**168 221**	158 243	**(536)**	(355)
Working capital changes	**(35 581)**	5 927	**48**	191
Inventories	**538**	(1 575)	**-**	-
Trade and other accounts receivable	**(49 339)**	(25 309)	**110**	200
Trade, other accounts payable and provisions	**13 220**	32 811	**(62)**	(9)
Cash generated from (utilised in) operations	**132 640**	164 170	**(488)**	(164)

37. TAXATION PAID

Opening balance	**(24 575)**	(8 300)	**(4)**	(5)
Income statement charge - current and secondary taxation	**(56 061)**	(54 214)	**(5 739)**	(5 726)
Movement in deferred taxation balance	**2 214**	(8 586)	**-**	-
Closing balance	**8 087**	24 575	**-**	4
	(70 335)	(46 525)	**(5 743)**	(5 727)

NOTICE OF THE ANNUAL GENERAL MEETING

DATACENTRIX HOLDINGS LIMITED
(Incorporated in the Republic of South Africa), (Registration number: 1998/006413/06)
JSE code: DCT, ISIN: ZAE000016051, ("the company")

Notice is hereby given of the eleventh Annual General Meeting of members of Datacentrix Holdings Limited, which will be held at the registered office of the company, Block 7, Sanwood Park, 379 Queens Crescent, Lynnwood, Pretoria on Friday, 5 June 2009 at 10:00 to consider and if deemed fit, to pass, with or without modification, the following resolutions:

Ordinary Resolutions

1. "To receive, consider and adopt the annual financial statements for the year ended 28 February 2009, incorporating the reports of the directors and the auditors thereon."
2. "To re-elect by way of separate resolution the retiring directors in accordance with the provisions of the company's Articles of Association. The following retiring directors, being eligible, offer themselves for re-election: Gary Morolo, Ahmed Mahomed, Elizabeth Naidoo, Joan Joffe and Alwyn Martin.

   Abbreviated curriculum vitae in respect of each of these directors appear on pages 8 and 9 of this Annual Report."
3. "To authorise the board of directors to approve the executive directors' remuneration for the year ending 28 February 2010."
4. "To confirm the re-appointment of Deloitte & Touche, Registered Auditors, as the group's auditors until the next Annual General Meeting."
5. "To authorise the board of directors to approve the non-executive directors' fees for the financial year ending 28 February 2010."
6. "Resolved that in terms of the Listing Requirements of the JSE Limited ("JSE") and subject to the requirements of section 90 of the Companies Act, Act 61 of 1973, the mandate given to the directors of the company in terms of an authority to make general payments to shareholders be renewed subject to the following conditions:
   – that this authority to make general payments to shareholders be valid until the company's next Annual General Meeting or for 15 months from the date of the resolution, whichever period is shorter;
   – that the general payment will be made pro-rata to all shareholders;
   – that any general payment(s) may not exceed 20% of the company's issued share capital, including reserves but excluding minority interests, and re-valuations of assets and intangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE prepared within the last six months, in any one financial year, measured as at the beginning of such financial year;
   – an announcement be published containing the terms of the payment, the date of the general meeting at which the authority was obtained, the date on which payment is to be made and the effect of the payment on the company's earnings, headline earnings, net asset value and tangible net asset value per share; and
   – the company will not proceed with any general payments to shareholders until the company's sponsor has confirmed the adequacy of the company's working capital."

   The purpose of this resolution is to authorise the directors to make general payments to shareholders in terms of this resolution.
7. "Resolved that the authorised but unissued shares in the capital of the company be and are hereby placed under the control of the directors for allotment and issue at the discretion of the directors of the company subject to the applicable legislation and the requirements of any stock exchange on which the shares in the capital of the company may from time to time be listed."

AUTHORITY TO DIRECTORS TO ISSUE UNISSUED SHARES FOR CASH

It was proposed that in terms of the Listings Requirements of the JSE Limited ("JSE"), the directors be given the general authority to issue up to a maximum of 5% of the ordinary shares of one cent each for cash to the public as and when suitable situations arise, subject to the following conditions:

- the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- the equity securities must be issued to public shareholders, as defined in paragraph 4.25 to 4.27 of the Listings Requirements of the JSE, and not to related parties;
- securities which are the subject of general issues for cash of a particular class, will be aggregated with any securities that are compulsorily convertible into securities of that class, and, in the case of the issue of compulsorily convertible securities, aggregated with the securities of that class into which they are compulsorily convertible;

AUTHORITY TO DIRECTORS TO ISSUE UNISSUED SHARES FOR CASH (continued)

- securities which are the subject of general issues for cash as regards the number of securities which may be issued, shall be based on the number of securities of that class in issue added to those that may be issued in future (arising from the conversion of options/convertible securities), at the date of such application:
  - less any securities of the class issued, or to be issued in future arising from options/convertible securities issued, during the current financial year;
  - plus any securities of that class to be issued pursuant to:
    - a rights issue which has been announced, is irrevocable and is fully underwritten; or
    - acquisition (which has had final terms announced) may be included as though they were securities in issue at the date of application;
- that this authority is in the form of a renewable mandate and is valid until the company's next Annual General Meeting, but it shall not extend beyond 15 (fifteen) months from the date of this Annual General Meeting;
- that a paid press announcement giving full details, including the impact on net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within one year, 5% of the number of shares of that class in issue prior to the issues;
- that issues in the aggregate in any one year may not exceed 5% of the number of shares of that class of the company's issued share capital; and
- that, in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the average ruling price of the shares in question, as determined over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors of the company.

Special Resolution

"Resolved, as a special resolution, that the mandate given to the company (or one of its wholly owned subsidiaries) providing authorisation, by way of a general approval, to acquire the company's own securities, upon such terms and conditions and in such amounts as the directors may from time to time decide, but subject to the provisions of the Companies Act, 1973 (Act 61 of 1973), as amended, (the Act) and the Listing Requirements of the JSE, be extended, subject to the following terms and conditions:

- any repurchase of securities must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counter-party;
- at any point in time, the company may only appoint one agent to effect any repurchase;
- the general authority shall only be valid until the company's next Annual General Meeting provided that it does not extend beyond 15 months from the date of this resolution (whichever period is shorter);
- an announcement be published as soon as the company has cumulatively purchased 3% of the initial number (the number of that class of share in issue at the time that the general authority is granted) of the relevant class of securities and for each 3% in aggregate of the initial number of that class acquired thereafter, containing full details of such repurchases;
- repurchases by the company in aggregate in any one financial year may not exceed 20% of the company's issued share capital as at the date of passing of this special resolution or 10% of the company's issued share capital in the case of an acquisition of shares in the company by a subsidiary of the company;
- repurchases must not be made at a price greater than 10% above the weighted average of the market value of the securities for the five days immediately preceding the date on which the transaction was effected;
- repurchases may not be undertaken by the company or one of its wholly owned subsidiaries during a prohibited period and may also not be undertaken if they will impact negatively on shareholder spread as required by the JSE; and
- the company may not enter the market to proceed with the repurchase of its ordinary shares until the company's sponsor has confirmed the adequacy of the company's working capital for the purpose of undertaking a repurchase of shares in writing to the JSE."

Reason For and Effect of Special Resolution

The reason for the special resolution is the intention of the board of directors of the company to use such authority, should prevailing circumstances in the opinion of the directors of the company warrant it and the effect thereof is to provide such authority.

Adequacy of Working Capital

With reference to ordinary resolution number 6 and the special resolution set out above, the company's board is of the opinion that for a 12 month period from the date of the Annual General Meeting:

- the company and the group will be able to pay its debts in the ordinary course of business;
- the assets of the company and the group, will be in excess of the liabilities of the company and the group where such assets and liabilities are being recognised and measured in accordance with the accounting policies used in the latest audited Annual Financial Statements;
- the share capital and reserves of the company and the group will be adequate for ordinary business purposes; and
- the working capital of the company and group will be adequate for ordinary business purposes.

JSE Disclosures

In terms of the JSE Listing Requirements, the following disclosures are required with reference to the general authorities to make payments to shareholders and the repurchase of the company's shares as set out in ordinary resolution number 6 and the special resolution, respectively. These disclosures are set out elsewhere in the Annual Report of which this notice forms part:

- Directors and management: refer pages 8 - 9;
- Directors' responsibility and approval: refer page 21;
- Litigation statement: refer page 49;
- Material change: refer page 52;
- Major shareholders of the company: refer page 56
- Directors' interests in the company's securities: refer page 39; and
- Share capital: refer pages 47 - 48.

Voting and Proxies

On a show of hands, each shareholder who, being a natural person, is present in person or by proxy or, being a body corporate, is present by representative or proxy, shall have one vote. On a poll, if requested, each shareholder, whether present in person or by proxy or by representation, is entitled to one vote for each ordinary share held.

A form of proxy is included for completion by registered certificated shareholders and dematerialised shareholders with own name registration who are unable to attend the Annual General Meeting and wish to be represented thereat. Forms of proxy must be completed and received by the company secretary no later that 10:00 on Wednesday, 3 June 2009. Registered certificated shareholders and dematerialised shareholders with own name registration who complete and lodge forms of proxy will nevertheless be entitled to attend and vote in person at the Annual General Meeting to the exclusion of their appointed proxy(ies) should such member wish to do so.

Dematerialised shareholders, other than with own name registration, must inform their CSDP or broker of their intention to attend the Annual General Meeting and obtain the necessary Letter of Representation from their CSDP or broker to attend the Annual General Meeting or provide their CSDP or broker with their voting instructions should they not be able to attend the Annual General Meeting. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, speak and to vote in his/her stead.

By order of the board

Annamarie van der Merwe
Ithemba Statutory and Governance Solutions (Proprietary) Limited
Company Secretary

Pretoria
20 April 2009

SHAREHOLDERS' DIARY

Financial year-end	28 February 2010
Annual General Meeting	5 June 2009

Results Announcements

Interim results for six months to 31 August 2009	6 October 2009
Announcement of annual results to 28 February 2010	April 2010
Annual financial statements for the year ended 28 February 2010	May 2010

Dividend

Declaration date:	Tuesday, 21 April 2009
Last day to trade:	Friday, 08 May 2009
Share trade ex dividend:	Monday, 11 May 2009
Record date:	Friday, 15 May 2009
Payment date:	Monday, 18 May 2009

Share certificates may not be dematerialised or rematerialised between Monday, 11 May 2009 and Friday, 15 May 2009, both days inclusive.

PROXY FORM

Datacentrix Holdings Limited ("the company")
Registration Number: 1998/006413/06
JSE Code: DCT
ISIN: ZAE000016051

For use at the eleventh Annual General Meeting of members to be held at 10:00 on Friday, 5 June 2009, at the registered office of the company. To be completed by certificated shareholders and dematerialised shareholders with own name registration only.

If shareholders have dematerialised their shares with a CSDP or broker, other than with own name registration, they must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the general meeting or the shareholders concerned must instruct them as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

I/We (name in block letters) ______________________________

of (address) ______________________________

Being the holder(s) of ____________ ordinary shares, hereby appoint:

1. ______________________ of ______________________ or failing him/her

2. ______________________ of ______________________ or failing him/her

3. The chairman of the meeting, as my/our proxy to be present and act on my/our behalf and vote on a poll on my/our behalf as indicated below at the Annual General Meeting of shareholders of the company.

Insert X in the appropriate block if you wish to vote all your shares in the same manner. If not, insert the number of votes in the appropriate block.

Agenda item	For	Against	Abstain
1. To receive and adopt the annual financial statements			
2. Re-election of the retiring directors:			
2.1 Gary Morolo (Chairman)			
2.2 Ahmed Mahomed (Chief Executive Officer)			
2.3 Elizabeth Naidoo (Financial Director)			
2.4 Joan Joffe (Non-Executive Director)			
2.5 Alwyn Martin (Non-Executive Director)			
3. Authorise the board of directors to approve the executive directors' remuneration for the year ending 28 February 2010			
4. To re-appoint Deloitte & Touche Registered Auditors as auditors			
5. Authorise the board of directors to approve the non-executive directors' fees for the financial year ending 28 February 2010			
6. Other items:			
6.1 Renew the directors' authority to make general payments to the shareholders			
6.2 Directors' authority to control, allot and issue shares			
7. Special resolution for the company to acquire its own securities			

Signed at ______________________ on ______________________ 2009

Signature ______________________ Assisted by (if applicable) ______________________

ESSENTIALS

PROXY FORM

Postal:
Computershare Investor Services Limited
PO Box 61051
Marshalltown, 2107

Physical:
Computershare Investor Services Limited
70 Marshall Street
Johannesburg, 2001

Fax:
Computershare Investor Services Limited
+27 11 688 7717

Forms of proxy duly completed and signed by the shareholder must be faxed, lodged or posted to the share transfer secretary, to be received no later than 10:00 on Wednesday, 3 June 2009.

1. If no indication is given, the proxy will vote as (s)he thinks fit.
2. Any alteration to the form of proxy must be signed, not initialled.
3. Each shareholder is entitled to appoint one or more proxies who need not be shareholders of the company, to attend, speak and, on a poll, vote in place of that shareholder at the Annual General Meeting. This does not preclude the shareholder from attending and speaking at the general meeting.
4. Relevant power of attorney or authorisation of representatives must be attached, unless recorded by the company, or waived by the chairman of the meeting.
5. The chairman of the general meeting may reject or accept any completed proxy form other than in accordance with these instructions, provided (s)he is satisfied with the manner in which a member wishes to vote.
6. Shareholders who have dematerialised their shares with a CSDP or broker, other than own name registration, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the Annual General Meeting or the shareholders concerned must instruct them as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.
7. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as (s)he deems fit in respect of the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.
8. Where there are joint holders of shares and if more than one of such joint holders is present or represented, then the person whose name appears first in the register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
9. Registered certificated shareholders and dematerialised shareholders with own name registration who complete and lodge forms of proxy will nevertheless be entitled to attend and vote in person at the Annual General Meeting to the exclusion of their appointed proxy(ies) should such member wish to do so.
10. Proxies will only be valid for the purpose of the Annual General Meeting if faxed or delivered to the share transfer secretary at the above mentioned address, to be received no later than 10:00 on Wednesday, 3 June 2009.

CONTACT INFORMATION

Datacentrix Holdings Limited
(Incorporated in the Republic of South Africa)
Registration Number: 1998/006413/06
JSE Code: DCT
ISIN: ZAE000016051

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Email: info@datacentrix.co.za
Website: www.datacentrix.co.za

Company Secretary
Ithemba Statutory and Governance Solutions (Proprietary) Limited
Office 202, Block 3, Monument Office Park
79 Steenbok Avenue, Monument Park
PO Box 4896, Rietvalleirand, 0174
Tel: +27 86 111 1010
Fax: +27 86 604 1315

Share Transfer Secretaries
Computershare Investor Services Limited
70 Marshall Street, Johannesburg, 2001
PO Box 61051, Marshalltown, 2107
Tel: +27 11 370 5000
Fax: +27 11 688 7717

Auditors and Reporting Accountants
Deloitte & Touche Registered Auditors
221 Waterkloof Road, Brooklyn, Pretoria, 0181
PO Box 11007, Hatfield, Pretoria, 0028
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Fax: +27 12 460 3633

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Corporate and Business Bank
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Fax: +27 12 362 3997

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