

notice of annual general meeting

Notice is hereby given of the fourth annual general meeting of members of Datacentrix Holdings Limited to be held at the registered office of the company, Block 7, Sanwood Office Park, 379 Queens Crescent, Lynnwood, Pretoria on 19 June 2002 at 10:00.

Agenda

Ordinary resolutions

1. "To receive and consider the annual financial statements for the year ended 28 February 2002 and the reports of the directors and the auditors thereon."
2. "To elect all the directors in accordance with the provisions of the company's Articles of Association."
3. "To confirm the re-appointment of the group's auditors, Deloitte & Touche Chartered Accountants (SA)."
4. "To authorise the directors to fix and pay the auditors' remuneration for the year ended 28 February 2002."
5. "To grant a general authority to directors to allot and issue the unissued ordinary shares of the company, after providing for the allotment and issue of ordinary shares in terms of the company's employee share scheme upon such terms and conditions as they at their sole discretion may determine, subject to the provisions of the Companies Act, 1973, as amended, and the Listings Requirements of the JSE Securities Exchange South Africa ("JSE")."

The allotment and issue of shares for cash, as and when suitable situations arise, shall be subject to the following limitations:

- this authority shall be valid only until the next annual general meeting of the company provided it shall not extend beyond 15 months from the date that this authority is given;
- the securities must be of a class already in issue;
- the securities must be issued to public shareholders and not re related parties;
- that such issues in aggregate in any one financial year shall not exceed 15% of the company's issued share capital of that class;
- a paid press announcement giving details, including the impact on net asset value and earnings per share, will be published at the time of any such allotment and issue of shares representing, on cumulative basis within one year, five percent or more of the number of shares in issue prior to any such issues; and
- that, in determining the price at which an allotment and issue of shares will be made in terms of this authority, the maximum discount permitted will be ten percent of the weighted average traded price of the shares to be issued as determined over the thirty business days prior to the date that the price of the issue is determined or agreed by the directors."

Voting: In terms of the Listings Requirements of the JSE, the approval of a 75% majority of the votes of all shareholders, present or represented by proxy, is required to approve ordinary resolution number 5.

6. "To approve that no dividend be declared for the year."

Special resolution

"Resolved that, subject to the provisions of the Companies Act, 1973 (Act 61 of 1973), as amended, and the Listings Requirements of the JSE Securities Exchange South Africa, the board of directors be authorised by way of a general authority to approve:

1. the purchase of its own shares by the company or its subsidiaries provided:
 - 1.1 the general repurchase of shares may only be implemented on the JSE Securities Exchange (i.e. the open market);

- 1.2 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;
- 1.3 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;
- 1.4 acquisitions of shares 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; and
- 1.5 repurchases must not be made at a price more 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 agreed."

The reason for and effect of the special resolution is to grant the directors a general authority to enable the company to repurchase shares, which have been issued by the company. It is the intention of the board of directors of the company to use such authority, should prevailing circumstances (including the tax dispensation and market conditions) in the opinion of the directors of the company warrant it.

As at the date of this notice, the directors of the company are of the opinion that after considering the effect of the maximum purchase permitted:

- the company and the group will be able to pay its debts in the ordinary course of business for a period of 12 months after the date of the notice of this annual general meeting;
- the assets of the company and the group, will be in excess of the liabilities of the company and the group for a period of 12 months after the date of the notice of this annual general meeting, such assets and liabilities being recognised and measured in accordance with the accounting policies used in the latest audited annual group financial statements;
- the company and the group will have adequate ordinary capital and reserves for a period of 12 months after the date of the notice of this annual general meeting; and
- the company and the group will have adequate working capital for a period of 12 months after the date of the notice of this annual general meeting.

By order of the board



Johan Landsberg
Company Secretary

Pretoria
22 April 2002