

# Notice of Annual General Meeting

**DATA CENTRIX HOLDINGS LIMITED** (Incorporated in the Republic of South Africa)  
Registration Number: 1998/006413/06 JSE Code: DCT ISIN: ZAE000016051

Notice is hereby given of the sixth annual general meeting of members of Datacentrix Holdings Limited to be held at the registered office of the company, Block 7, Sanwood Park, 379 Queens Crescent, Lynnwood, Pretoria on Wednesday, 09 June 2004 at 10:00 for the following purposes:

## Ordinary Resolutions

1. "To receive, consider and adopt the Annual Financial Statements for the year ended 29 February 2004 and the reports of the directors and the auditors thereon."
2. "To elect the directors of the company by a single resolution."
3. "To re-elect 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, Gerhard Uys, Klaas Lammers, Charl Joubert, Stewart Barker, Ahmed Mahomed, Elizabeth Naidoo, Joan Joffe, Sam Nematswerani, Christoff Botha and Imogen Mkhize. Abridged CV's of these directors appear on pages 20 and 21 of this Annual Report.
4. "To confirm the re-appointment of Deloitte & Touche Chartered Accountants (SA) as the group's auditors until the forthcoming annual general meeting."
5. "To authorise the directors to re-appoint Sizwe Ntsaluba VSP as the auditors at subsidiary level."
6. "To authorise the directors to fix and pay the auditors' remuneration for the year ended 29 February 2004."
7. "To authorise the directors to approve the non-executive directors' fees for the financial year ended 29 February 2004."
8. "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 share trust upon such terms and conditions as they at their sole discretion may determine, subject to the provisions of the Companies Act of South Africa (Act 61 of 1973), as amended, and the Listings Requirements of the JSE Securities Exchange of 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 to 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, 5% 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 10% of the weighted average traded price of the shares to be issued as determined over the 30 business days prior to the date that the price of the issue is determined or agreed upon by the directors."

Voting: In terms of the JSE Listings Requirements, the approval of a 75% majority of the votes of all shareholders, present or represented by proxy, is required to approve ordinary resolution number 7.

9. "Resolved that, in terms of section 90 of the Companies Act of South Africa (Act 61 of 1973), as amended, the company's articles of association and the Listings Requirements of the JSE, the share premium of the company be reduced by way of a cash payment in an amount of South African 6.9 cents per Datacentrix ordinary share and the directors be given a renewable authority to make general payments to shareholders subject to the conditions set out below."
  - 9.1 Reason for distribution out of share premium  
As a result of the surplus cash reserves in the group, the board believes it appropriate to declare a maiden capital distribution. It is therefore proposed that capital be distributed to shareholders out of share premium.
  - 9.2 Sallient dates
 

Last day to trade	25 June 2004	Shares trade ex dividend	28 June 2004
Record date	02 July 2004	Payment date	05 July 2004

 Share certificates may not be dematerialised or rematerialised between 28 June 2004 and 02 July 2004, both days inclusive.
  - 9.3 General authority
    - 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 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 6 months, in any one financial year, measured as at the beginning of such financial year; and
    - 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.
  - 9.4 Adequacy of working capital  
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 such assets and liabilities being recognised and measured in accordance with the accounting policies used in the latest audited Annual Financial Statements;
    - the share capital and reserves are adequate for the ordinary business purposes of the company and the group; and
    - the working capital of the company and the group will be adequate for ordinary business purposes.

## Special Resolution

1. "Resolved that subject to the provisions of the Companies Act of South Africa (Act 61 of 1973) as amended, and the Listings Requirements of the JSE, the board of directors be authorised by way of a general authority to approve the purchase of its own shares by the company or its subsidiaries provided:
  - 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 the 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 agreed; and
  - 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 shareholders spread as required by the JSE."
    - 1.1 Reason for special resolution  
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.
    - 1.2 Adequacy of working capital  
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 such assets and liabilities being recognised and measured in accordance with the accounting policies used in the latest audited Annual Financial Statements;
      - the company and the group will have adequate ordinary capital and reserves; and
      - the company and the group will have adequate working capital.

## JSE Disclosures

In terms of the JSE Listing Requirements, the following disclosures are required with reference to the general authority to make payments to shareholders set out in resolution 9 and the special resolution. These disclosures are set out elsewhere in the Annual Report of which this notice forms part ("this Annual Report"):

- Directors and management, refer pages 20- 21;
- Directors' responsibility statement, refer page 22;
- Litigation statement, refer page 22;
- Material change, refer page 22;
- Major shareholders of the company, refer page 46;
- Directors' interests in the company's securities, refer page 35;
- Share capital, refer page 42.

## 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, 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 attached for completion by registered certificated shareholders and dematerialised shareholders with own name registration who are unable to attend the annual general meeting. Forms of proxy must be completed and received by the company secretary no later than 10h00 on Monday, 7 June 2004. 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 stockbroker of their intention to attend the annual general meeting and obtain the necessary authorisation from their CSDP or stockbroker to attend the annual general meeting or provide their CSDP or stockbroker 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 stockbroker 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



**Johan Landsberg**, Company Secretary  
Pretoria, 12 May 2004