

for the year ended 28 February 2005

Associate Company - Vukani Technologies (Proprietary) Limited

The aggregate assets, liabilities and results of the associate company are summarised as follows:

	2005 R'000	2004 R'000
Non-current assets	248	284
Current assets	4 324	5 083
Total assets	4 572	5 367
Shareholders' equity	1 702	1 387
Current liabilities	2 870	3 980
Total equity and reserves	4 572	5 367
Revenue	29 732	29 525
Operating profit before taxation	973	701
Taxation	(292)	(117)
Net profit after taxation	681	584

Notice of Annual General Meeting

DATACENTRIX 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 seventh 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 Thursday, 07 July 2005 at 10:00 for the following purposes:

Ordinary Resolutions

1. "To receive, consider and adopt the Annual Financial Statements for the year ended 28 February 2005 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 18 and 19 of this Annual Report."
4. "To approve the executive directors' remuneration for the year ended 28 February 2005."
5. "To confirm the re-appointment of Deloitte and Touche Chartered Accountants (SA) as the group's auditors until the next annual general meeting."
6. "To confirm the re-appointment of SizweNtsaluba VSP as the auditors at subsidiary level."
7. "To authorise the directors to fix and pay the auditors' remuneration for the year ended 28 February 2005."
8. "To approve the non-executive directors' fees for the financial year ended 28 February 2005."
9. "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")."
10. To consider and if deemed fit, to pass, with or without modification, the following resolutions:

10.1 Ordinary resolution

"Resolved that, subject to the passing of ordinary resolution number 10, in terms of the Listing Requirements of the JSE Securities Exchange South Africa ("JSE"), the mandate given to the directors of the company in terms of a general authority to issue securities for cash, as and when suitable opportunities arise, be renewed subject to the following conditions:

- 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 Securities Exchange 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 10.1.

10.2 Ordinary resolution

"Resolved that in terms of the Listing Requirements of the JSE Securities Exchange South Africa and subject to the requirements of section 90 of the Companies Act, 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 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."

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 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 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.

10.3 Ordinary resolution

"Resolved that the amendments to the Datacentrix Holdings Share Trust scheme as summarised below be approved:

- The aggregate number of shares to be utilised for the implementation of the scheme increased from 10% of issued share capital to 15%.
- The aggregate number of shares, which any one employee may acquire in terms of the scheme increased from 1% of issued share capital to 2%.
- Exercise of options:
Where the employee is not a director:
- up to 12.5% of the options after the expiry of the first 12 months and thereafter 12.5% after every six months.
Where the employee is a director:
- up to 33,3% of the options after the expiry of the first 12 months and thereafter 33,3% after every 12 months.
- In the event of death or disability, the employee, its representative or executor of his/her estate is entitled, for a period up to 90 days, to exercise ordinary share options.
- In the event of an offer being made to the shareholder's of the company and the majority shareholders accept, the directors have the irrevocable right to cancel any options. The company will compensate the employee with an amount equal to what he/she would have received on the market on that day if the options were exercised and sold."

10.4 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 Listings Requirements of the JSE Securities Exchange South Africa ("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 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;
- 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 (including the tax dispensation and market conditions) in the opinion of the directors of the company warrant it and the effect thereof is to provide such authority.

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 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 company and the group will have adequate ordinary capital and reserves; 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 authority to make payments to shareholders set out in ordinary resolution number 10.2 and the special resolution number 10.4. These disclosures are set out elsewhere in the Annual Report of which this notice forms part ("this Annual Report"):

- Directors and management: refer pages 18 - 19;
- Directors' responsibility and approval: refer page 20;
- Litigation statement: refer page 46;
- Material change: refer page 46;
- Major shareholders of the company: refer page 44;
- Directors' interests in the company's securities: refer pages 32 - 33; and
- Share capital: refer page 40.

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 and wish to be represented thereat. Forms of proxy must be completed and received by the company secretary no later than 10h00 on Monday, 4 July 2005. 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 - 3 May 2005