

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 eighth 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, 15 June 2006 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 2006, incorporating the reports of the directors and the auditors thereon."
2. "To re-elect by way of separate resolutions, 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, Christoff Botha, Imogen Mkhize and Alwyn Martin.

Abbreviated curriculum vitae in respect of each of these directors appear on pages 4 and 5 of this Annual Report."

3. "To authorise the board of directors to approve the executive directors' remuneration for the year ending 28 February 2007."
4. "To confirm the re-appointment of Deloitte and Touche Chartered Accountants (SA) 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 2007."
6. To consider and if deemed fit, to pass, with or without modification, the following resolutions:

6.1 Ordinary resolution

"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, 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.

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 6.1. These disclosures are set out elsewhere in the Annual Report of which this notice forms part:

- Directors and management: refer pages 4 - 5;
- Directors' responsibility and approval: refer page 22;
- Litigation statement: refer page 51;
- Material change: refer page 53;
- Major shareholders of the company: refer page 54;
- Directors' interests in the company's securities: refer pages 38 - 39; and
- Share capital: refer page 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 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 10:00 on Monday, 12 June 2006. 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
18 April 2006

SHAREHOLDERS' | DIARY

Financial year-end 28 February
Annual general meeting 15 June 2006

Results Announcements

Interim results for six months to 31 August 2006 03 October 2006
Announcement of annual results to 28 February 2007 April 2007
Annual financial statements for the year ended 28 February 2007 May 2007

Dividend

Declaration date: Tuesday, 18 April 2006
Last day to trade: Friday, 05 May 2006
Share trade ex dividend: Monday, 08 May 2006
Record date: Friday, 12 May 2006
Payment date: Monday, 15 May 2006

Share certificates may not be dematerialised or rematerialised between Monday, 08 May 2006 and Friday, 15 May 2006, both days inclusive.

CONTACT | INFORMATION

Datacentrix Holdings Limited

(Incorporated in the Republic of South Africa)
Registration number: 1998/006413/06
JSE Code: DCT
ISIN Code: ZAE 00001 6051

Business Address and Registered Office

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Company Secretary

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Share Transfer Secretaries

Computershare Investor Services 2004 Limited
70 Marshall Street, Johannesburg, 2001
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Fax: +27 11 688 7717

Auditors and Reporting Accountants

Deloitte & Touche Chartered Accountants (SA)
221 Waterkloof Road, Waterkloof, Pretoria, 0181
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Commercial Bankers

ABSA Bank Limited
Business Banking Services, 34th Floor,
Volkskas Centre, 230 Van der Walt Street
Pretoria, 0002
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Sponsor

Barnard Jacobs Mellet Corporate Finance
2nd Floor, BJM House Sturdee Avenue, Rosebank
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Corporate Law Advisors and Consultants

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