

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 twelfth Annual General Meeting of members of the Company, which will be held at the registered office of the company, Block 7, Sanwood Park, 379 Queens Crescent, Lynnwood, Pretoria on Friday, 4 June 2010 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 2010, incorporating the reports of the directors, the auditors and the audit committee therein."
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, Ahmed Mahomed, Elizabeth Naidoo, Alwyn Martin, Dudu Nyamane, Joan Joffe and Thenjiwe Chikane.
 Abbreviated curriculum vitae in respect of each of these directors appear on pages 8 and 9 of this Annual Report."
3. "To confirm the re-appointment of Deloitte & Touche, Registered Auditors, with Zuleka Jasper as designated auditor, as the group's auditors until the next Annual General Meeting."
4. "To authorise the board of directors to approve the non-executive directors' fees for the financial year ending 28 February 2011 as set out below:

Non-executive Fees	Present	Proposed
Chairman of the Board - annually	R725 000	R797 500
Chairman of a Committee - per meeting	R29 948	R32 943
Members of the Committees - per meeting	R19 965	R21 962

5. "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 (fifteen) 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 15% 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.
6. "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.

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 5. 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 24;
- Litigation statement: refer page 54;
- Material change: refer page 56;
- Major shareholders of the company: refer page 60;
- Directors' interests in the company's securities: refer pages 43 - 44; and
- Share capital: refer pages 52 - 53.

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 that 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 by no later than 10:00 on Wednesday, 2 June 2010. 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 Governance and Statutory Solutions (Proprietary) Limited
 Company Secretary

Pretoria
 19 April 2010