

DATAPRO GROUP LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1998/016433/06)
Share code: DTP ISIN: ZAE000058061
("DataPro" or "the company")

**SALE OF CALL OPTIONS TO METIER INVESTMENT AND ADVISORY SERVICES (PROPRIETARY)
LIMITED ("Metier")**

1. Introduction

Following an offer from Metier to purchase call options held by DataPro dated 07 August 2006, the board of directors has agreed to accept the offer with immediate effect, and details are provided below.

On 17 January 2006, the company acquired the business of Netralink (Pty) Limited ("Netralink"). The consideration was settled by the issue to Netralink of 18 500 000 ordinary shares at 55 cents per share, against which DataPro retained a European call option, exercisable up to 31 August 2007 at 55 cents per share ("the Netralink call option"). The agreement also provided for a loan of R5.617 million to Netralink to settle its liabilities. The loan bears interest at 6% per annum and is repayable by 01 January 2007 ("the Netralink loan").

Likewise, in terms of the acquisition of Atlantic Internet (Pty) Limited ("Atlantic"), DataPro retained a European call option against 14 231 499 shares held by Cornelius Fourie ("Fourie") at 52.7 cents per share, exercisable up to 31 August 2007 ("Atlantic call option"). Fourie moreover retained an American put option against the Company, to be settled by the transfer of 16.67% of the shares in Atlantic, subject to certain conditions ("Atlantic put option").

The primary rationale for the call options was to be able to ultimately place the underlying shares with a strategic partner and shareholder. Although Metier is a related party to DataPro, being an advisor with a shareholding in the company, the transaction does not require shareholder approval in accordance with the provisions of the JSE Listings Requirements relating to companies listed on the Alternative Exchange.

In considering the offer from Metier, the board of directors considered both quantitative and qualitative matters and, at the time of the response to the offer, the cost to Metier of the price for the option and the call option strike price approximated a 5% discount to the 30 day weighted average price. The board was of the opinion that the transaction achieved the original objectives at the time of entering into the call options and the terms and conditions of the transaction were fair and reasonable to DataPro.

2. Terms of transaction

Netralink Call Option

The consideration for the Netralink call option is R1 248 750 in cash, subject to the condition that Metier and / or its nominee immediately exercises the option. The Netralink loan will immediately be repaid to DataPro, thereby increasing the cash reserves of the company.

Atlantic Call Option

The consideration for the Atlantic call option is R1 648 008 in cash, subject to the condition that Metier and / or its nominee immediately exercises the option. The Atlantic put option liability will be eliminated as a result.

The proceeds received on the sale of the call options will accrue to DataPro.

3. Financial effects

The tables below sets out the pro-forma financial effects of the sale of the call options on the reviewed, published interim financial results of DataPro for the six months ended 28 February 2006. The financial information, which is the responsibility of the directors, has been prepared for illustrative purposes only and does not necessarily fairly present the company's financial position, statement of changes in equity, results of operations or cash flows.

Netralink

Fully diluted information	Reviewed 28 February 2006 "Before"⁽¹⁾	Pro Forma after sale "After"	% Change
Earnings per share (cents) ⁽²⁾	1.52	1.53	0.4%

Headline earnings per share (cents) ⁽²⁾	1.16	1.17	0.6%
Net asset value per share (cents) ⁽³⁾	32.02	30.62	-4.4%
Net tangible asset value per share (cents) ⁽³⁾	0.06	0.43	614.7%
Weighted average number of shares in issue ('000)	306 371	306 371	--%
Shares in issue at period end ('000)	315 135	335 164	5.9%

Notes:

1. The 'before' financial information is based on fully diluted information as detailed in the published interim results for the six months ended 28 February 2006.
2. The earnings per share and headline earnings per share in the "Pro-forma after the sale" column were calculated on the assumption that the sale of the Netralink call option took place with effect from 01 September 2005 and interest, after taxation at a rate of 7.81% was earned on the proceeds, on the basis that the company will apply the funds received on the sale of the call option to reduction of debt. In addition, it has been assumed that the interest on the Netralink loan (after taxation) would not have accrued for the two month period from 01 January 2006. The proceeds on the repayment of the Netralink loan will be placed on call or in a money market account until required for working capital or to facilitate acquisitive growth of the business. Due to the uncertainty regarding the future application of these funds, no effect on earnings or headline earnings per share has been calculated.
3. The net asset value and net tangible asset value per share information is based on the assumption that the Netralink call option was sold on 28 February 2006.
4. The shares in issue at period end did not include the issue of 18 500 000 shares in Netralink, which has been adjusted for in these calculations.

Atlantic

Fully diluted information	Reviewed 28 February 2006 "Before"⁽¹⁾	Pro Forma after sale "After"	% Change
Earnings per share (cents) ⁽²⁾	1.52	1.55	-1.2%
Headline earnings per share (cents) ⁽²⁾	1.16	1.19	-0.3%
Net asset value per share (cents) ⁽⁴⁾	32.02	33.04	3.2%
Net tangible asset value per share (cents) ⁽⁴⁾	0.06	0.56	1 774.9%
Weighted average number of shares in issue ('000) ⁽³⁾	306 371	320 602	4.65%
Shares in issue at period end ('000)	315 135	315 135	--%

Notes:

1. The 'before' financial information is based on fully diluted information as detailed in the published interim results for the six months ended 28 February 2006.
2. The earnings per share and headline earnings per share in the "Pro-forma after the sale" column were calculated on the assumption that the sale of the Atlantic call option took place with effect from 01 September 2005 and interest, after taxation at a rate of 7.81% was earned on the proceeds, on the basis that the company will apply the funds received on the sale of the call option to reduction of debt. In addition, the charge during the period for the financial liability relating to the put option has been eliminated.
3. The weighted average number of shares in issue for the period has been adjusted to eliminate the effect of accounting for the put option shares in accordance
4. The net asset value and net tangible asset value per share information is based on the assumption that the Atlantic call option was sold on 28 February 2006. In addition, the financial liability in relation to the put option has been eliminated from the balance sheet.

5. Rationale for sale of the call options

This transaction allow for the placement of shares with a value adding shareholder supportive of the DataPro vision and opportunity, without dilution to existing shareholders. In addition, this transaction results in the elimination of obligations of the Company and the introduction of further cash to be utilised for reduction of debt and in the growth of operations.

In accordance with Alt^X Listings Requirements, shareholders are advised of the risks of investing in a company listed on Alt^X and that the JSE does not guarantee the viability or the success of a company listed on Alt^X. In terms of JSE Listings Requirements a Designated Advisor has to be retained by the company. The Designated Advisor is required to, *inter alia*, attend all board meetings held by the company to ensure that all JSE Listings Requirements and applicable regulations are complied with, approve the financial director of the company and guide the company in a competent, professional and impartial manner. If the company fails to retain a Designated Advisor it must make arrangement to appoint a new Designated Advisor within 10 business days, failing which the company faces suspension of trading of its securities. If a Designated Advisor is not appointed within 30 days of its suspension the company faces the termination of its listing without an offer to minorities.

Johannesburg
28 August 2006

Designated Advisor
Arcay Corporate Services