

DATAPRO GROUP LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1998/016433/06)
Share code: DTP
ISIN: ZAE00058061
("DataPro Group" or "the Company")

**APPROVAL OF THE ACQUISITION OF ORION TELECOM INVESTMENTS HOLDINGS
(PROPRIETARY) LIMITED ("ORION"), FINAL PRO FORMA FINANCIAL EFFECTS AND
RELATED DIRECTOR DEALINGS**

Approval of Orion acquisition

Shareholders are advised that, at the general meeting of DataPro Group held on Tuesday, 13 February 2007 at 11:00, at DataPro Building, Block B, Rutherford Estate, 1 Scott Street, Waverley, all the resolutions presented in the notice of general meeting relating to the acquisition of Orion were passed by the requisite majority of shareholders. In addition, shareholders are advised that the book building process relating to the vendor placing has been approximately 5 times over-subscribed and accordingly, the final condition precedent relating to the acquisition of Orion has been met ahead of schedule.

Due to, *inter alia*, the demand in relation to the vendor placing, the positive response from DataPro Group and Orion employees to participate in the placing and the initial irrevocable undertaking by Lereko Metier Capital Fund ("Lereko") to take vendor shares up to 20% of the enlarged share capital of DataPro Group at 85 cents per share as announced on SENS on 15 January 2007, the directors announce that the purchase price of Orion will be settled in equity to accommodate the various interested and strategic parties. The company has also secured facilities amounting to R170 million with a leading financial institution as outlined in the circular to shareholders dated 29 January 2007 at a favourable rate, which facilities will be used to replace existing facilities, provide working capital to the enlarged DataPro Group going forward and facilitate certain smaller potential acquisitions in due course.

Revised pro forma financial effects

Set out in the table below are the revised pro forma financial effects of the Orion acquisition, which have been prepared for illustrative purposes only, to provide information about how the Orion acquisition might have affected the financial information presented. The pro forma financial effects, because of their nature, may not give a true reflection of the financial position, the cash flow position, the results of operations or the changes in equity of Datapro Group.

	Before the Orion acquisition (cents per share)	After the Orion acquisition (cents per share)	Percentage change (%)
Earnings	2.25*(i)	5.05*(ii)	124.44
Headline Earnings	2.11*(i)	4.98*(ii)	136.02
Net asset value	39.81(iii)	66.17 (iv)	66.21
Tangible net asset value	3.93(iii)	8.23(iv)	109.41

* includes only two months' earnings from Definity Telecommunications (Proprietary) Limited.

Notes:

- i) The earnings and headline earnings per Datapro Group share, as set out in the “Before” column of the table, are based upon the audited financial results of Datapro Group for the twelve months ended 31 August 2006 from which the reviewed results for the six months ended 28 February 2006 were deducted and 365,916,992 weighted average number of Datapro Group shares in issue.
- ii) The earnings and headline earnings per Datapro Group share, as set out in the “After” column of the table, are based upon the audited financial results of Datapro Group for the twelve months ended 31 August 2006 from which the reviewed results for the six months ended 28 February 2006 were deducted, including the unaudited results of Orion for the six months ended 31 August 2006 as per management accounts, and 747 390 206 weighted average number of Datapro Group shares in issue and the assumptions that:
 - the Orion acquisition was effective from 1 March 2006;
 - the Purchase Price of R380 000 000 was settled on 1 March 2006 through the placement of 175 000 000 vendor shares to Lereko at 85 cents and 206 473 214 vendor shares at R1.12 to the Orion management vendors and other parties;
 - there were no additional costs incurred relating to the Orion acquisition; and
 - there was no impairment of the goodwill arising from the Orion acquisition.
- iii) The net asset value and tangible net asset value per Datapro Group share, as set out in the “Before” column of the table, are based upon the audited balance sheet of Datapro Group at 31 August 2006 and 483,811,921 Datapro Group shares in issue.
- iv) The net asset value and tangible net asset value per Datapro Group share, as set out in the “After” column of the table, are based upon the audited balance sheet of Datapro Group at 31 August 2006, including the unaudited balance sheet of Orion at 31 August 2006 as per management accounts, and 865 285 135 DataPro Group shares in issue and the assumptions that:
 - the Orion acquisition was effective 31 August 2006;
 - the 381 473 214 vendor shares were issued at 99.61 cents per Datapro Group share, being the average share price achieved in the vendor placement to Lereko and other parties; and
 - the Purchase Price was settled on 31 August 2006.

Related director dealings

Certain DataPro directors participated in the vendor placing at R1.12 per share, details of which will be contained in a separate announcement.

Johannesburg
13 February 2007

Corporate Advisor to DataPro Group

Metier Advisory (Proprietary) Limited

Corporate law advisors to the Vendors

Matisonn Fury Inc

Auditors and reporting accounts to Orion

Greenwoods Chartered Accountants

Designated Advisor to DataPro Group

Arcay Moela Sponsors (Proprietary) Limited

Independent reporting accountants

Deloitte & Touche
