

Datapro Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1998/016433/06)
Share code: DTP
ISIN: ZAE000058061
("DataPro Group" or "the Company")

**PRO FORMA FINANCIAL EFFECTS OF A PROPOSED TRANSACTION IN RESPECT
OF ORION TELECOM INVESTMENT HOLDINGS (PROPRIETARY) LIMITED
("ORION") AND RENEWAL OF RELATED CAUTIONARY ANNOUNCEMENT**

1. INTRODUCTION

Further to the detailed cautionary announcement published on SENS on 15 November 2006 whereby DataPro Group will acquire 100% of the shares in and loan account claims against Orion with effect from 1 December 2006 from the shareholders of Orion ("the Vendors"), subject to all the necessary approvals being obtained (the "Proposed Transaction"), the directors advise of the pro forma financial effects of the Proposed Transaction below.

The purchase price of R380 million ("the Purchase Price") is to be settled partly in cash and partly by way of a placement of DataPro Group shares to the Vendors ("Vendor Shares"), which in turn DataPro Group will be obliged to place in the market by way of a vendor placement. The split of cash to Vendor Shares, as well as the issue price of the shares ("Issue Price"), is still to be determined based on the amount of loan funding to be raised.

2. CONDITIONS PRECEDENT

The Proposed Transaction remains subject to conditions precedent usually associated with a transaction of this nature, including all necessary approvals.

3. PRO FORMA FINANCIAL EFFECTS

Set out in the table below are the pro forma financial effects of the Proposed Transaction, which have been prepared for illustrative purposes only, to provide information about how the Proposed Transaction 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 of Datapro Group.

	Before the Proposed Transaction (cents per Datapro Group share)	After the Proposed Transaction (cents per Datapro Group share)	Percentage change (%)
Earnings	2.25*(i)	5.13*(ii)	128.00
Headline Earnings	2.11*(i)	5.05*(ii)	139.34
Net asset value	39.81(iii)	55.178 (iv)	40.12
Tangible net asset value	3.93(iii)	(11.51)(iv)	(392.88)

*: 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 639,726,516 weighted average number of Datapro Group shares in issue and the assumptions that:
 - the Proposed Transaction was effective from 1 March 2006;

- the Purchase Price was settled on 1 March 2006 with R150 million cash ("the Cash Portion of the Purchase Price") and the issue of 280,487,805 Vendor Shares at 84 cents per Datapro Group share, being the closing share price on Friday, 1 December 2006;
 - the Cash Portion of the Purchase Price was borrowed at an interest rate of prime less 2%;
 - the effective tax rate is 29%;
 - there were no additional costs incurred relating to the Proposed Transaction; and
 - there was no impairment of the goodwill arising from the Proposed Transaction.
- 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 757,621,445 number of Data Group shares in issue and the assumptions that:
- the Proposed Transaction was effective 31 August 2006;
 - the Cash Portion of the Purchase Price was R150 million and 280,487,805 Vendor Shares were issued at 84 cents per Datapro Group share, being the closing share price on Friday, 1 December 2006; and
 - the Purchase Price was settled on 31 August 2006.

4. CIRCULAR TO SHAREHOLDERS

A circular to shareholders of Datapro Group ("Datapro shareholders") will be issued in due course and will, *inter alia*, include pro forma financial effects based on Orion's reviewed interim financial results for the six months ended 31 August 2006.

5. RENEWAL OF CAUTIONARY ANNOUNCEMENT

A further announcement will be made on SENS as soon as the split of the Purchase Price between cash and Vendor Shares, the issue price of the shares and any of the conditions precedent have been fulfilled or waived, as the case may be. Accordingly, DataPro Group shareholders are advised to exercise caution when trading in their securities until such time as a further announcement is made.

In accordance with AltX Listings Requirements, DataPro Group shareholders are advised of the risks of investing in a company listed on AltX and that the JSE does not guarantee the viability or the success of a company listed on AltX. 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

05 December 2006

Corporate Advisor to DataPro Group

Metier Advisory (Proprietary) Limited

Designated Advisor to DataPro Group

Arcay Moela Sponsors

Attorneys to the Vendors

Matisonn Fury Inc