

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")

**ACQUISITION OF THE BUSINESS AND ASSETS OF NETRALINK (PROPRIETARY LIMITED
("Netralink" or "the vendor") AND WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT**

1. Introduction

Following the signing of an agreement dated 14 February 2006, the directors are pleased to announce the acquisition of the business assets of Netralink, including the client base and related records, moveable assets, intellectual property rights and goodwill, with effect from 01 January 2006. The consideration for the acquisition is R10 175 000 ("the purchase consideration"), to be settled by the issue to Netralink of a maximum 18 500 000 ordinary shares ("the acquisition shares") in DataPro at an issue price of R0.55 per share. The purchase consideration is subject to an aggregate warranted turnover of R1 600 000, excluding VAT, ("the warranted turnover") being achieved during January and February 2006 ("the warranty period") and in the event that such turnover is not achieved, the purchase consideration will be reduced on a pro rata basis accordingly. The acquisition remains subject to the conditions precedent as set out in paragraph 4 below.

2. Rationale for acquisition

Netralink is a leading Internet Business Solutions Provider that supplies personalised electronic communication solutions to meet business processing requirements. The acquisition is strategically important for DataPro as it provides the company with a solid business incorporating a good customer base, is complementary to DataPro's existing customer base and provides DataPro with an important asset in a rapidly consolidating market.

3. Payment of purchase consideration and potential adjustment to the acquisition price

In the event that the Netralink business fails to achieve the warranted turnover, the purchase consideration shall be reduced in the proportion that the actual turnover of the business during the warranty period bears to the warranted turnover and the number of shares to be issued to the purchaser will be reduced accordingly. The issued shares will then be held in trust by DataPro's auditors until 02 January 2008 until the expiry of the call option detailed below.

In the event that the trade weighted price at which the DataPro shares are trading on the JSE on 02 January 2008 is less than R0.55, DataPro shall pay the vendor an additional sum of money, calculated on the difference between 55 cents and the volume weighted average price of DataPro on the JSE on 02 January 2008, based on the remaining number of shares received by the vendor and which have not been called by DataPro in terms of the call option noted below,.

4. Call option

In terms of the agreement, the vendor has granted DataPro an American call option, exercisable on or before 01 January 2008. The call option, the exercise of which remains subject to shareholder approval, provides DataPro with the opportunity to repurchase the acquisition shares by way of one or more exercises of such option, at a price of R0.55 per share.

5. Financial effects

The table below sets out the pro-forma financial effects of the acquisition and the issue of shares on the audited published financial results of DataPro for the year ended 31 August 2005. 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 and operational results.

	Audited 31 August 2005 "Before" ⁽¹⁾	Pro Forma after acquisition "After"	% Change
Earnings per share (cents)	2.10	2.07 ⁽²⁾	(1.4)%
Headline earnings per share (cents)	2.53	2.47 ⁽²⁾	(2.4)%
Net asset value per share (cents)	29.78	31.18 ⁽³⁾	4.7%
Net tangible asset value per share (cents)	(0.21)	0.01 ⁽³⁾	103.0%
Weighted average number of shares in issue	228 980 000	247 480 000 ⁽⁴⁾	8.1%
Shares in issue at period end	314 368 621	332 868 621 ⁽⁴⁾	5.9%

Notes:

1. The 'before' financial information is based on the published audited results for the 12 months ended 31 August 2005.
2. Earnings and headline earnings have been adjusted for the profit after taxation of Netralink as extracted from the unaudited financial statements for the 8 months ended 28 February 2005, on an annualised basis.
3. Net asset value and net tangible asset per share calculations are based on the purchase price of the business assets in terms of the acquisition agreement, of which approximately R7.5 million relates to goodwill and other intangible assets.
4. Weighted average shares and shares in issue at year end have been increased by the issue of 18 500 000 new shares.

6. Conditions precedent

The acquisition remains subject to the normal conditions precedent that would be applicable to a transaction of this nature, which conditions include, *inter alia*, the approval of the JSE and any other regulatory bodies to the extent required and the approval of a resolution relating, *inter alia*, to the approval of the call option by the shareholders of DataPro at a general meeting convened for the purpose.

7. Circular to shareholders

A circular, which is subject to the approval of the JSE, containing full details of the acquisition and call options and a notice of general meeting of shareholders is in the process of being prepared and will be posted to DataPro shareholders in due course.

8. Withdrawal of cautionary

Following the publication of this announcement, the cautionary announcement has been withdrawn and shareholders need no longer exercise caution when dealing in the company's securities on the JSE.

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
14 February 2006

Company Secretary

Arcay Client Support (Proprietary) Limited
Registration number 1998/025284/07

Designated Advisor

Arcay Corporate Services