
























	CONTENTS	PAGE
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FROM: DIMENSION DATA
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: FINANCIAL HIGHLIGHTS

- Entry into the US Network Services market with purchase of RE/COM, DCS and ISG, creating a meaningful presence on the US East Coast.
- Entry into Continental Europe with acquisition of Comparex Networks, giving us representation in 12 countries.
- Purchase of the remaining 50.01% interest in Chernikeeff Networks and the rebranding of the combined Chernikeeff Networks and GK Communications to Dimension Data Network Services.
- Purchase of the remaining 24.5% interest in Com Tech.
- Formation of the i-Commerce division through the consolidation of four South African-based solutions businesses into an integrated i-Commerce operation.
- Combined Network Services and i-Commerce operations into a unique integrated services operating architecture.
- Extension of the i-Commerce business model into Asia, Australia and the UK.
- Rollout of Global Services Operating Architecture (GSOA) in all geographies.
- Establishment of the Protocol Division focused on strategic business development, operating as an incubator of strategic investments, which enhance the Group's relationships with suppliers and clients.
- Move of primary listing to LSE and concurrent raising of US\$1.44 billion to fund global expansion and to purchase minority interests in certain subsidiary companies.
- Achievement of 42nd place on entry into the FTSE 100 index, with a market capitalisation of \$11 billion, compared to \$2.7 billion at the beginning of the financial year.
- Establishment of Dimension Data as a global brand.

	2000 \$'000	1999 \$'000	% change
FINANCIAL RESULTS			
Group turnover	1,942,576	1,137,263	71
Group operating profit before goodwill amortisation	210,350	129,017	63
Profit for the year before goodwill amortisation and exceptional items	143,838	80,482	79
Basic earnings before goodwill amortisation and exceptional items per share (US cents)	16.1	11.9	35
Weighted average number of ordinary shares ('000)	895,008	675,369	33
Net operating assets	4,930,215	837,804	488
Net cash inflow from operating activities	95,385	78,898	21

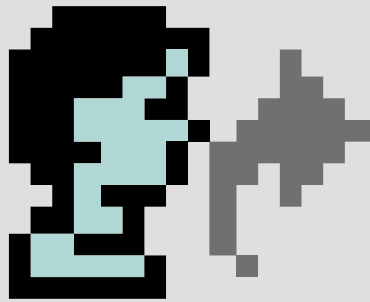
STOCK EXCHANGE PERFORMANCE

























Market capitalisation at 30 September

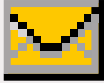
London Stock Exchange	(£ m)	7,261	N/A	N/A
	(\$ m)	10,631	N/A	N/A
Johannesburg Stock Exchange	(R m)	77,360	16,381	372

Closing share price at 30 September

London Stock Exchange (pence)	627	N/A	N/A
Johannesburg Stock Exchange (SA cents)	6 680	2 385	180



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FROM: JEREMY ORD
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: CHAIRMAN'S STATEMENT

"Our vision is to transform Dimension Data over time from a South African company with international investments, into a global multinational"

Dimension Data Chairman's Statement 1998

"The Group has set its sights on becoming a global operating company – as opposed to simply taking an interest in, or purchasing, offshore companies – and remarkable progress has been made towards achieving this goal"

Dimension Data Chairman's Statement 1999

The first year of the new millennium has been one of great achievement for the Dimension Data Group. We ended the review period a very different company from the one that existed 12 months ago. Our vision of becoming a truly global company, providing network services and interactive commerce (i-Commerce) solutions to organisations around the world, has been substantially realised.

This vision is one that we have nurtured over the years, constantly reviewing and adapting it to accommodate changing market conditions and technological developments. Essentially it revolves around a belief that, in a world where Internet usage and broadband access are increasing, the need for faster, better communications systems and the services surrounding them is a key long-term trend on which the Group is well placed to capitalise.

Our core focus on providing our customers with robust communications infrastructures as well as the managed services needed to keep them operating efficiently, has been extended to encompass a full range of software solutions aimed at enabling corporates to communicate and transact effectively in the e-enabled New Economy.

At the end of the 1999 financial year, despite having substantial operations in Asia, Australia and the UK, Dimension Data was still very much a South African-based company in terms of bottom line contribution to earnings. We were listed on the Johannesburg Stock Exchange, our shareholder base was overwhelmingly South African and the Group was valued at around US\$2.7 billion.

We recognised that we had a narrow window of opportunity to remain ahead of our competitors. The only way to do this was to accelerate the rollout of our global services, buy out the minorities in our subsidiaries in order to ease the passage of this rollout, extend our presence into markets in which we were not yet represented and establish a truly global presence. To achieve these objectives Dimension Data needed to raise capital on international markets. Within 12 months, Dimension Data has achieved a successful listing on the London Stock Exchange, raised US\$1.44 billion to fund its global expansion strategy, broadened its shareholder base significantly, expanded into the two major world IT markets of Europe and the US and achieved a truly global mix of revenues and earnings.

Arguably, the Group's most significant achievement was the global rollout of a consistently defined and globally branded range of leading-edge service offerings. This, combined with the rebranding of regional business units under the Dimension Data brand, heralded our transition from a multinational to a global company.

Dimension Data's market capitalisation by year end was approximately four times the value at the beginning of the year and the Group is now amongst the top 50 companies in the FTSE 100 Index.

These developments took place against the backdrop of a year of turmoil in the global IT industry. After Y2K, the dot.com bubble burst, IT stocks on the NASDAQ experienced extreme volatility and the fallout was felt in valuations on exchanges around the world. Dollar strength has been a further factor that is impacting the performance of global companies. Y2K did not impact our operations in the same way as those companies operating directly in the PC and enterprise application markets. Strategically our focus has been on providing the building blocks that support and enable e-commerce, a sector that has been relatively immune to Y2K fears. Our customer exposure is substantially to large enterprises and service providers and, as a result, we were not impacted by the dot.com fallout. By operating in two of the fastest growing technology sectors – network services and i-Commerce solutions - Dimension Data has positioned itself to transform our customers from the Old Economy environment to the New Economy. The growth potential in both of these markets presents the Group with ample opportunity to continue to deliver strong organic growth and value to shareholders.

The validity of our combined network service and i-Commerce offering of delivering end-to-end e-enablement solutions is underscored by the plethora of mergers taking place between network product vendors and high-level consultants and integrators, such as the recently formed alliances between Cisco and Cap Gemini, KPMG and IBM. Business and applications functionality is increasingly being built into the network functionality making competence in both of these areas essential.

There are numerous niche and regionally focused companies competing with Dimension Data. None, however, has the combination of our global footprint and the breadth and depth of our integrated network services and i-Commerce offering. Our skills set and unique Global Services Operating Architecture (GSOA) have enabled Dimension Data to secure large multi-region global contracts from multinational corporations (MNCs). These include Premier Farnell, Citibank, Virgin and MCI Worldcom.

The Year in Review

Dimension Data has reported another year of excellent results, with earnings per share growth, before goodwill amortisation and exceptional items, of 35%. Group turnover reached US\$1,943 million, having grown 71% on the previous year, driven by a combination of strong organic growth as well as the impact of acquisitions. Turnover growth in continuing operations was 40%, which bears testimony to the continued strength in demand from existing businesses. Our balance sheet remains strong, with cash on hand of US\$1.7 billion, significantly boosted by the Global Offer on the LSE in July 2000.

Prior to our listing, we acquired one of Europe’s largest network integrators, Comparex Networks, now rebranded as Dimension Data Europe, which gave the Group a significant footprint on the continent. We also made our initial foray into the United States - a market representing approximately 50% of global IT spend - with the acquisitions of RE/COM, Data Communications Systems (DCS) and Integrated Systems Group (ISG), giving the Group a significant US presence.

With brand recognition in the UK, a significant presence in Europe and reasonable certainty that we would qualify to enter the FTSE 100, we opted to list on the London Stock Exchange. In conjunction with the LSE listing in July, Dimension Data successfully raised US\$1.44 billion and shifted the mix in our shareholder base in favour of UK and US institutions. The listing also put Dimension Data in a strong position to attract and retain skills through being able to offer share options on an internationally recognised stock exchange. This was a vital consideration in an industry plagued by a worldwide skills shortage. A further benefit of the listing has been the enhancement of our brand visibility, which has improved our ability to attract new customers and approach potential acquisition targets.

Some of the funds raised in conjunction with the listing – which took place a mere six weeks after receiving approval from the South African Government to move our primary listing to the LSE – have been used to acquire the shareholding held by Nedcor Limited in Dimension Data International, the company holding most of the Group’s international operations. We also bought out the minorities in our UK Network Services and Australian subsidiaries. Subsequent to year end, we made a fourth acquisition in the US: TimeBridge Technologies.

It is important to note that these, like all previous acquisitions, have brought valuable managerial and technical skills into the Group. Each region is headed by a strong, largely local, management team which provides the level of support required by the Group’s executive management team, allowing them to focus on the ongoing implementation and refinement of Dimension Data’s strategy. At the end of the review period, Dimension Data’s human resource base numbered 11,094, about half of whom have earned internationally recognised and accredited network engineering or software application skills.

Launched during the review period, the GSOA, which is being rolled out in all the regions where we operate, provides the operating systems platform for our on-line services initiatives. The GSOA technology, which comprises an in-house developed operating platform combining commercial and proprietary software applications, allows the Group to support and manage networks on line in a proactive, real-time manner. The development of GSOA has enhanced the Group’s ability to automate repetitive tools, isolate faults, reduce repair time and perform predictive analysis and quality control, whilst reducing implementation time frames.

GSOA forms the basis of our sophisticated operations centres and their associated satellite hubs in the United States, the UK, Europe, Latin America, Africa, Asia and Australia. The interlinked operations centres position us as a world leader in offering a 24x7x365 managed services capability. All of our subsidiaries have adopted, or are in the process of implementing, the Dimension Data brand and GSOA offerings, allowing us to present a single face and consistent offering to our global customers.



Dimension Data’s Network Operations Centres in the UK, South Africa, Singapore and the US

Our i-Commerce solutions extend the functionality of our e-commerce infrastructure solutions. They include the development and implementation of appropriate e-business strategies, customer relationship management, i-procurement services, information management solutions and managed application services.

A further development during the past year was the establishment of our Protocol Division. Protocol forms the third leg of the Group's three-pronged approach to positioning Dimension Data to retain its entrepreneurial culture and to capitalise on high growth sectors of the IT market. It stands alongside our two core divisions and focuses on strategic business development, operating as an incubator of strategic investments which enhance the Group's relationships with suppliers and clients. The investments made are complementary to the Group's businesses and the objective is to incorporate them into one of our core divisions.

Looking Ahead

In all likelihood the pace of change in the IT industry will accelerate in the year ahead as service providers scramble to establish the infrastructure and services required to support the New Economy, and enterprises accelerate their transformations into e-enabled bricks-and-clicks operations.

All this presents enormous opportunities for Dimension Data. We anticipate increased demand for our GSOA-based network and application services, and will continue to roll these out in new regions in which we do not yet have a significant presence – with our main focus being on the US and Europe. Indeed, we anticipate that in the financial year to end-September 2001, as the Group currently stands, at least 15% of revenues will be earned in the US, against 6% in 2000.

Our customers' need for network services has consistently delivered positive spin-offs in terms of creating demand for our i-Commerce services. This is a trend that we anticipate will accelerate. Because the US is at the forefront of the drive towards the New Economy, we plan to make a US i-Commerce acquisition and leverage this acquisition to provide a combined Network Services and i-Commerce offering.

It remains the intention of the Directors to invest all the available cash generated by the Group's business in the continued growth of the Group.

Thanks


























I would like to thank all my colleagues on the Board for their continuing support in taking Dimension Data into a new world. With the formation of Dimension Data Holdings plc, we welcome two new non-executive directors to the Group's Board – Gordon Waddell and Bob Mansfield. My sincere thanks go to David Molapo, Keith McLachlan, James Fitzgerald, Alon Apteker and Maeder Labuschagne for their loyal support and enthusiastic contribution as members of the Dimension Data Holdings Ltd Board.

I would also like to thank the Board of Directors of Nedcor Limited for their unwavering support of Dimension Data's globalisation vision which extended well beyond a mere financial investment into a true partnership. Nedcor has actively participated in our international ambitions and expansion since 1997 when South African exchange control regulations placed constraints on the Group's ability to fulfil its global vision. Our listing on the LSE and improved access to international capital markets removed the historical requirement for Nedcor to partner us in funding our global expansion. However, I am delighted that Nedcor, through the exchange of its holding of shares in Dimension Data International for shares in Dimension Data Holdings plc, remains a major shareholder.

Thanks are also due to our customers, suppliers, shareholders, partners and associates for their belief in Dimension Data and its vision.

Finally, to Dimension Data staff around the world: without your dedication, hard work, skills, enthusiasm and team spirit, the Group would not be the industry leader it is. My sincere thanks go to you and to your families for their support of your efforts.



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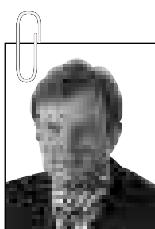


FROM: DIMENSION DATA
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: DIRECTORATE

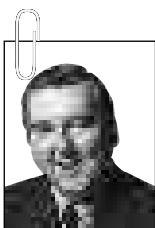
The Directors of the Company are as follows:



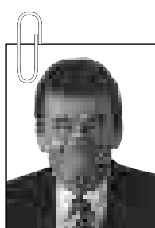
Jeremy John Ord, 43, Executive Chairman, was appointed Chairman of Dimension Data Holdings in 1987, having previously served as Managing Director and having been involved with the Group since its inception in 1983. He has been pivotal in the growth of Dimension Data which was voted the Top Growth Company in South Africa over a five-year period according to Gemini Consulting and Brait, in association with *Business Report*, South Africa's largest daily financial publication. Mr Ord is a non-executive director of Malbak Limited and is a Council member and member of the Board of Governors of the South African Foundation. He is also a member of the Board of Governors of the University of the Witwatersrand Foundation.



Richard Donald Selkirk Came, 42, Group Marketing and Strategy Director, has over 18 years' experience in the IT services and networking industry and was appointed to the Board of Dimension Data Holdings in 1988. He is largely credited with the technology direction adopted by the Company, particularly the concept of advancing the Company in Network Services, conceptualising networking services architecture and moving into call-centre technology at a time when data networking companies were largely focusing on data communications. He holds Bachelor of Arts and Master of Business Administration degrees from the University of the Witwatersrand.



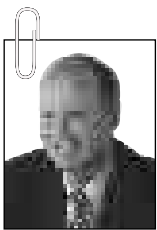
Peter Robert Harrison, 63, Managing Director, Chernikeeff Networks, built up Chernikeeff from start to a £400 million company with 600 employees in 12 years. He was appointed to the Board of Dimension Data Holdings in July 1999. He is a director of Chelsea Football Club. Mr Harrison commenced his management career in 1961 after qualifying as a Chartered Accountant at Manchester University. He has remained with the Company since the acquisition of Chernikeeff because he shares in its vision, and his expertise continues to be available to the Group.



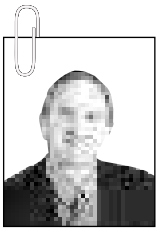
Peter Geoffrey Thomas Hird, 45, Executive Director Online Business RSA and President USA Operations, was appointed to the Board of Dimension Data Holdings in 1990. Mr Hird initially ran the Networking Services division, and established OmniLink, which under him grew to be the biggest value-added service provider in South Africa. He played a strong role in the development of the Group infrastructure, and has positioned IS/Omnilink as the biggest independent Internet service provider beside Telkom, the national telephone company in South Africa. He is presently responsible for the Group's expansion in the United States. Mr Hird is a Bachelor of Law graduate from the University of Natal.



Stephen Michael Joubert, 42, Group Director Network Services, has over four years' experience in the IT services and networking industry. He has had strong operational involvement and has been intimately involved in the the financial and operational aspects of globalising the Network Services division. Mr Joubert commenced his career with Coopers & Lybrand in 1980, and was made a partner in 1985. He joined Dimension Data in 1996 as Group Financial Director, Network Services. He has Bachelor of Commerce and Accounting degrees from the University of the Witwatersrand and is a Chartered Accountant (SA) and was appointed to the Board of Dimension Data Holdings in 1998.



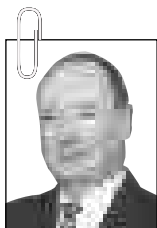
Patrick Keith Quarmby, 46, Group Corporate Finance Director, was appointed to the Board of Dimension Data Holdings in 1996. Under him, the Company has made its largest corporate acquisitions. He was previously a tax partner at Ernst & Young South Africa, after which he joined the corporate finance division of J. Henry Schroder Wagg & Co in London before becoming a director of Standard Bank in London. In that capacity, he was responsible for establishing the UK and then Hong Kong presence of Standard Bank. Mr Quarmby holds a Bachelor of Commerce (Hons) degree from the University of Cape Town, and is a Chartered Accountant (SA).



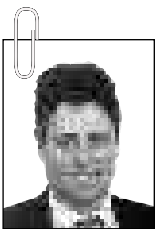
Ettienne Reinecke, 37, Group Technical Director Network Services, commenced his career with the Group in 1990, and has been instrumental in establishing the Group's Global Services Operating Architecture. Mr Reinecke was appointed to the Board of Dimension Data Holdings in 1998. He has a Bachelor of Engineering (Electronics) degree from the University of Stellenbosch, and an Honours and Masters in Engineering from the University of Pretoria.



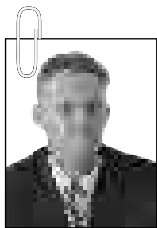
Malcolm Thomas Rutherford, 39, Group Financial Director, joined the Group in 1991 and was appointed to the Board of Dimension Data Holdings in 1994. Under him, the Company has maintained conservative financial policies and basic financial disciplines. Prior to joining the Group, Mr Rutherford worked for UAL Merchant Bank in South Africa. He completed his Bachelor of Commerce and Bachelor of Accounting at the University of the Witwatersrand, and is a Chartered Accountant (SA).



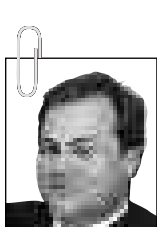
Donovan Samuel Smyth, 47, Executive Director European Operations, has over 27 years' experience in the IT services and networking industry and was appointed to the Board of Dimension Data Holdings in 1998. Mr Smyth was responsible for the reorganisation and sale of Lattice Technologies, the integration of Plessey into the Group, and the successful implementation of the 100 Day Integration Plan of Dimension Data Europe. He commenced his career in networking in 1971 after leaving Witwatersrand Technicon.



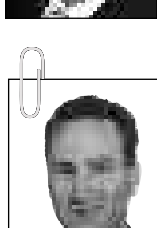
Robert Keith Carden Taylor, 44, Group Managing Director i-Commerce, was appointed to the Board of Dimension Data Holdings in 1995 after joining the Group in 1994. Prior to that, he was the Managing Director of Wood Creations (Pty) Ltd, which was voted South Africa's unlisted company of the year in 1991. He was brought into the Group as CEO of the Software division, which has grown under him from a business with revenue of US\$60 million to US\$319 million today. Mr Taylor holds a Bachelor of Commerce degree, a Certificate in the Theory of Accountancy and a Higher Diploma in Taxation from the University of the Witwatersrand. He completed his Honours in Finance at the University of Cape Town, and is a Chartered Accountant (SA).



Bruce Watson, 43, Group Managing Director Network Services, was appointed to the Board of Dimension Data Holdings in 1988. He is responsible for implementing and managing the Group's Network Services strategy on a global basis. Mr Watson has a Bachelor of Science degree and Higher Diploma of Education from the University of the Witwatersrand.



Dirk Alexander Ackerman, 41, Global Managing Director, was appointed to the Board on 7 November 2000 having been Managing Director of the Airports Company Limited, which won several prestigious awards during his tenure, including the Non-Listed Company award in 1998 and the Bill Clinton Award for the most improved airport. Mr Ackerman is responsible for the globalisation of i-Commerce, as well as corporate governance. He graduated from the University of the Witwatersrand in the fields of Anthropology and Law.



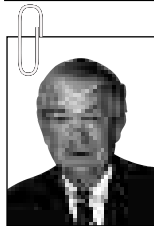
David Andrew Frankel, 29, Non-Executive Director, has over six years' experience in the Internet and e-commerce industry and was originally appointed to the Board of Dimension Data Holdings in 1998 as an executive director. Mr Frankel joined The Internet Solution in 1994 as Managing Director, becoming Joint Managing Director in 1995. Mr Frankel completed his Bachelor of Science (Honours) in Electrical Engineering at the University of the Witwatersrand.



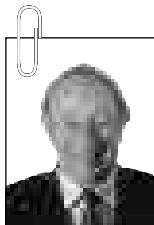
Robert Cecil Mansfield, 49, Non-Executive Director, was appointed as a non-executive director of the Board of Dimension Data Holdings plc in 2000 and is a member of the Audit and Nomination Committees. Mr Mansfield is a non-executive director of Datacraft Asia Ltd, a subsidiary of Dimension Data. In 1992, Mr Mansfield was the founding Chief Executive Officer of Optus Communications (Pty) Ltd, and was appointed Non-Executive Chairman of Telstra Corporation Ltd in January 2000, having been appointed to the Board in 1999. Mr Mansfield holds a Bachelor of Accounting degree from the University of New South Wales, is a fellow of the Australian Society of Accountants and a CPA.



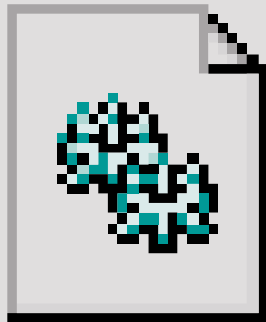
Roderick (Rory) Michael Scott, 41, Non-Executive Director, was appointed to the Board of Dimension Data Holdings in 1987, and served as the Group Financial Director from 1987 to 1991. Since 1991, Mr Scott has served as a non-executive director, and is Chairman of the Audit and Remuneration Committees. Mr Scott is a Chartered Accountant (SA).
















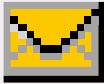
Gordon Herbert Waddell, 63, Non-Executive Director, was appointed to the Board of Dimension Data Holdings plc in 2000 and is a member of the Nomination Committee. Mr Waddell is Non-Executive Chairman of Shanks plc and Chairman of Mersey Docks and Harbour Company and Scottish National Investment Trust. He was formerly Chairman of Fairway Group plc. Mr Waddell completed his Bachelor of Arts at Cambridge University and his Master of Business Administration at Stanford University.



Peter Dorian Wharton-Hood, 61, Non-Executive Director, was appointed to the Board of Dimension Data Holdings in 1998 as a non-executive director and is a member of the Remuneration and Nomination Committees. Mr Wharton-Hood had 37 years' experience in the life assurance industry. He retired as Vice-Chairman of Liberty Life in 1999. Mr Wharton-Hood holds a Bachelor of Commerce degree from Stellenbosch University.



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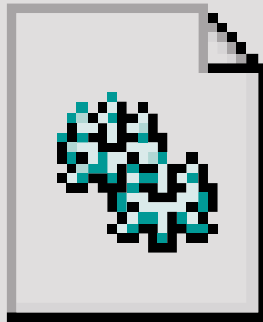
FROM: OPERATIONAL DIRECTORS
TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
SENT: 8 NOVEMBER 2000
SUBJECT: OPERATIONAL REVIEW - INTRODUCTION











Introduction

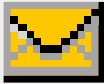
The advent of the new millennium was accompanied by continued rapid deployment of new age technologies, particularly in the areas of convergence in voice and data technologies, as well as e-commerce enablement, which is taking place at unprecedented levels. Our solid operational results for the 2000 financial year bear testimony to the fact that we continue to position the Group strategically to take advantage of the latest trends in the information technology industry. Our ability to deliver a technically complex end-to-end solution to large multinational corporations (MNCs) in the convergence space and e-commerce arena, in an increasingly competitive and fragmented environment, remains a key strength of the Group. To this end, strong earnings growth and market share gains across the regions continue to reinforce our strategic positioning.

During the year Dimension Data expanded its global positioning, moving into Europe and the USA to ensure coverage of all continents. Comparex Networks, one of Europe's independent integrators, with a presence in 12 countries, was acquired in March 2000 and immediately rebranded as Dimension Data Europe. Our presence in the USA was created through the acquisition of three network integrators, RE/COM, Data Communications Systems (DCS) and Integrated Systems Group (ISG), all of which operate on the East Coast. Subsequent to the year end, TimeBridge Technologies, a Maryland-based network integrator, was acquired, consolidating Dimension Data's position on the US North East Coast.

Although for accounting and review purposes we continue to report on the Group's two areas of operation, viz. Network Services and i-Commerce, the lines of distinction between these two businesses are diminishing and increasingly we are being called upon to provide total, end-to-end, global solutions to our customers.



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Network Services

\$'000	FY2000	FY1999	% change
Turnover	1,613,428	925,238	74
Operating profit before goodwill amortisation	166,183	95,702	74
Operating margin	10.3%	10.3%	
Net operating assets	3,050,200	698,036	337

One of the Group's key areas of focus is the identification and supply of the specialised value-added network services required by MNCs. To this end the Global Services Operating Architecture (GSOA) was developed and launched during the year to deliver reactive, interactive, proactive on-line services.

GSOA consists of commercial and proprietary software that allows Dimension Data to support and manage customer networks and applications on line. The development of GSOA has enhanced the Group's ability to automate repetitive tasks, isolate faults, improve repair time and perform predictive analysis and quality control, whilst reducing implementation time frames.

GSOA has been developed in a modular form to permit flexibility in the provision of on-line services on a national, regional and global basis. This is achieved through the use of a centralised network control system, which can operate any number of satellite systems. The Group has established GSOA services capabilities in Africa, Asia, Australia, Europe, Latin America, UK and USA . The adoption rate of the GSOA services by customers around the globe has been particularly pleasing.

The components of GSOA include: a CRM component from Siebel; Netcool correlation tools from Micromuse; performance management and reporting tools from Concord; active software agents; an advanced poller mechanism; a global service call replicator; an automated diagram generator; automated systems configuration model; advanced integration modules; and a client service portal. GSOA also allows clients and engineers to access network information through a self-service web-based portal. Effectively, this allows clients a real-time view of the status of their communications systems and permits continuous access by engineers to enable on-line, proactive support of the network.

In addition to the on-line GSOA services, Network Services offers a range of traditional networking solutions from design, provision and installation, to server technology, network operating systems and communication centre infrastructure. The division's activities have been branded and packaged in order to offer a solution, which brings together the various services offered, depending on the client's requirements. Each brand comprises packages of services of varying levels of complexity. This provides the client with the flexibility to structure its preferred combination of services according to the level of sophistication and the stage in the development of its network. Currently, there are six major service brands:



- **Primer** is a turnkey implementation service including such aspects as consulting, all levels of network design, site preparation, product supply, staging and piloting, logistics, installation and project management.



Uptime

- **Uptime** is a range of services to support the functioning of a network, including fault detection and correction for mission-critical networks with the intention of reducing downtime.



Insite

- **Insite** is an on-line real-time network management service offering basic monitoring to extensive predictive analysis, which is aimed at maximising optimal performance, capacity planning and service level reporting, while providing access to skilled staff, advanced technology and rigorous management processes.



Ontrack

- **Ontrack** combines the service elements included in Uptime and Insite.



Surveyor

- **Surveyor** is a network audit service, which can be carried out on an *ad hoc* or regular basis, giving the network manager an in-depth analysis and global overview of network status and requirements.



Optimiser

- **Optimiser** utilises the information generated by Surveyor to tune and optimise the performance and availability of the network and other application support infrastructure.

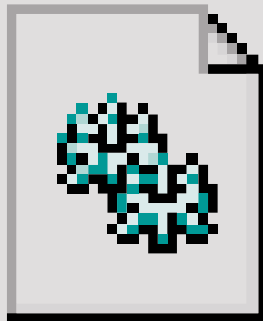
Dimension Data continues to work closely with its principal technology partners, reinforcing the trend of technology vendors to become increasingly reliant on integrators. Key technology partners with whom we continue to work closely include: Cisco, Nortel, Lucent, 3Com, Microsoft and Checkpoint. During the year we signed new technology offerings with Sun, ISS, Oracle, NEON and Juniper.


Skills remain crucial to the success of the Group and will become increasingly important, particularly as the global skills shortage grows. During the year our network staff complement grew from 4,484 to 6,479, approximately 1,400 of whom were acquired through acquisition. We pride ourselves on the fact that of the total Network Services staff complement, approximately 60% are network engineers. There is no doubt that our listing on the LSE, our share option scheme and a growing global brand awareness of Dimension Data all place the Group in a favourable position to be an employer of choice.

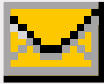
Conclusion

The prospects in the networking services space are very good. Strong underlying global demand for robust communications infrastructures is being driven by a need for higher value-added services around this infrastructure. The trend over the past few years to increase the services component of our overall offering will remain a key growth driver in the current financial year.

Dimension Data is at a critical point where it has global coverage, is first to market in its ability to deliver proactive, real-time, on-line services and is uniquely positioned to offer a total solution to MNCs around the world. The window of opportunity is closing as competitors move to similar models. With the scalability of the GSOA model, rapid unification of Network Services and i-Commerce and our global footprint, the Group is well placed to grow its presence in all regions in the year ahead.



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i-Commerce

\$'000	FY2000	FY1999	% change
Turnover	318,944	211,467	51
Operating profit before goodwill amortisation	44,223	25,713	72
Operating margin	13.9%	12.2%	
Net operating assets	148,624	59,614	149

The i-Commerce division was formed at the beginning of the financial year through the consolidation of a number of existing interactive and e-commerce businesses. The division operates under three business units, Services, Software and Interactive Managed Services, all of which performed exceptionally well during the past financial year. i-Commerce offers a total interactive commercial solution, consisting of application and integration services aimed at ensuring that customers meet their strategic e-commerce objectives. The division's core capability centres around consolidating interactive channels, such as Internet, call centres, e-mail and interactive voice recognition (IVR), between enterprises and their customers, suppliers and partners, and connecting these channels to the back office.

The key focus of this division is not just on providing technology but rather on offering total solutions, which involve migrating a customer's business model from traditional methodologies to interactive methodologies, which embrace cutting-edge technical applications. The profile of Dimension Data's customer base is low risk compared to some of the e-integrators, which are focused on dot.com start-ups. Furthermore, because of our focus on e-commerce enablement as opposed to ERP and back-end integration, Y2K came and went with very little impact.

The current year has seen further validation of the Dimension Data business model with its endorsement of i-Commerce extending beyond the Internet. With the market becoming increasingly complex due to the convergence of e-commerce, Supply Chain Management and CRM, clients are looking for a single point of accountability from a partner who can deliver a total solution. This has resulted in a swing back towards a more rounded integrator. The trend of convergence of communications infrastructure with application layers has also meant that the traditional integrator model is expanding to incorporate network services. This bodes well for Dimension Data with its capabilities in both of these areas.

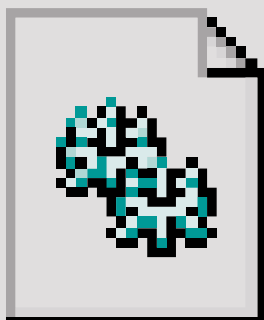
The Group has already proved its ability to execute large projects, on a global scale, with several projects in excess of US\$50m being secured. The Premier Farnell contract awarded late last year, to transform the traditional global component distributor into the e-commerce age, is now well underway. Early successes have been achieved in the installation of two new live trading websites that are growing new customers at a rate of 30% per week and an increase in on-line sales from 1% to nearly 6% in six months. Another significant international customer win during the year was Virgin Mobile whose time-to-market requirements we facilitated through the rollout of i-Contact call centre capabilities in both the UK and Australian markets.


























Most notable were the strong market share gains in Africa on the back of i-Commerce's superior range of software and integration service capabilities. A further highlight of the year was the attraction of quality technical staff, providing evidence of Dimension Data's growing status as employer of choice in the i-Commerce market space. The division has a staff complement of 4,577, having grown organically by 29% in the past year.

Conclusion

i-Commerce is committed to expanding aggressively offshore with an immediate target of the USA and thereafter Europe. This will be a key area of focus in the 2001 financial year. Acquisitions made will promote the Group's strategy of offering end-to-end, global solutions in both Network Services and i-Commerce.

The pipeline in all existing businesses remains strong. Industry trends point to sustained strong growth with customers looking to partner a single integrator in rolling out increasingly complex solutions. Dimension Data's global positioning and the ability to leverage our existing Network Services clients, bodes well for superior growth from i-Commerce during the 2001 financial year.



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Africa			
\$'000	FY2000	FY1999	% change
Turnover	426,835	371,933	15
Operating profit before goodwill amortisation	85,647	71,022	21
Operating margin	20.1%	19.1%	
Net operating assets	303,362	288,126	5

Trading conditions in South Africa remained buoyant during the 2000 financial year. The turnover growth rate of 15% in US dollars belies the strong performance actually achieved. In local currency terms organic revenue growth in the region was 32%. This was driven by continued strong performance from existing businesses as well as a number of new initiatives. The upgrade of the managed on-line services offering to GSOA has seen an excellent adoption rate and there is strong demand for such services in this market. In the telco market specifically, Dimension Data has been successful in implementing operational and business support systems. Enterprise systems (including high-end servers and storage) which are provided as part of an integrated Network Service and i-Commerce offering, have been a key growth area and are vital to the implementation of mission-critical Internet initiatives. New generation technologies, such as IP-based backbones, an area in which Dimension Data has extensive experience, increased their relative importance.

Traditional competitors in the network services space appear to have lost ground in the past year. Industry blurring is resulting in increased competition from international product manufacturers, service providers and software integrators, all of whom have started competing in Dimension Data's traditional market of networking services. Despite this, however, market share gains were recorded and a number of significant contracts won. These include the Nedcor North site campus, the ABSA dealing room, further growth in the Vodacom account and significant business from the gaming industry.

Prospects in Networking Services for the 2001 financial year are exciting. Dimension Data has the ability to leverage its leading market position and offer new services around its existing business. The adoption of GSOA, which is increasingly attractive to customers in an environment characterised by a skills shortage, is expected to further underpin performance. It is anticipated that as the Network Services and i-Commerce operations forge closer ties, more opportunities will arise in offering an integrated solution to customers.

The introduction of a third cellular operator and gearing up for a second fixed-line operator are expected to create valuable opportunities in the medium term. One new strategic initiative is TeamSource, whereby the Group takes on the remote, on-site, desktop and uptime management of a customer's infrastructure, leaving the customer to focus on its strategic IT business. Service level agreements are drawn up to specification, drawing on many of the GSOA components. While product margins in Network Services could experience some downward pressure, this should be offset by continued strong growth in higher margin services offerings.

The recent turmoil within a number of South African IT companies had a positive impact on i-Commerce Services' ability to attract high quality skills. Revenue growth was more than double that of the industry, and this was made possible by the increased headcount in addition to a number of new initiatives. We introduced a newly configured application outsource model, whereby over 100 professionals keep sophisticated applications up to date and synchronised with the changing business needs of clients, who find it increasingly hard to attract and retain high-level IT professionals. New applications offerings included I-Tax, which is installed in over 20 financial institutions, the JSE/STRATE dematerialisation of scrip application and the development

of an early WAP technology offering for Old Mutual. New customers won during the year included the United Cricket Board, where Dimension Data is writing the ticketing system for the World Cup in 2003, South African Airways where we are implementing an on-line, integrated ticketing system and call centre, and Telkom Directory Services. On an international front we won contracts at Swiss Life in Zürich, and FABCO in Kuwait.

CRM, Supply Chain Management and e-business applications, where our skills sets are strong, are expected to be high growth areas for services. Dimension Data is looking to grow the number and size of i-Commerce projects in the coming year, both in South Africa and abroad, and to this end an office has been set up in the UK. International projects and acquisitions are expected to enhance margins as we leverage South Africa's relatively low-cost skills base to deliver low-cost solutions.

i-Commerce Software focuses on four key business areas – Customer Management, Application Integration, Supply Chain Integration and Business Intelligence. Growth here was also well in excess of the market, despite a tough first quarter leading up to Y2K. We attribute this to a combination of our best-of-breed technology partnerships with companies such as Siebel and Oracle, and our excellent base of consultancy and software integration skills. There is an increasing trend for the product vendors to rely on Dimension Data to partner with them in offering value-added solutions.

Approximately 60% of revenues in i-Commerce Software are licence based with 25% being annuity-based maintenance revenue and the balance from value-added services. Siebel, Software AG, Oracle, NEON, JDA, S2 and Comshare are the key products supplied.

CRM remains a good market opportunity with Standard Bank, Nedcor, Sanlam and Vodacom being key customers in this space. Siebel has moved into the mid-size CRM market, having traditionally dominated the larger end, and growth in this segment is forecast to be in excess of 60%. The middleware market was also buoyant with a multi-million Rand NEON sale to Sasol and over 40 successful sales of Software AG's Entire-X. The Business Intelligence market remains fragmented, but i-Commerce Software enjoyed good growth due to a record number of Comshare sales. The supply chain business is still in start-up mode in respect of e-commerce applications, but we dominate the motor dealership market through Automate, a dealer management system, and the retail planning market through the JDA Arthur Software.

Prospects for the Software division remain excellent, and the Group aims to reinforce its position as market leader in the coming year. An increased focus on value-added services should offset any margin pressure which could arise as suppliers look to change their distribution model to a combination of direct and multiple channels. The sustainability of growth depends on our ability to continue to identify and access leading products: something that we have historically been very good at doing. The intention is to become the leader in Business Intelligence and strengthen the Supply Chain Business Unit by aggressively growing the skills base in these areas.

Demand for interactive managed services remained strong, driven by companies striving to extend both their product/service offerings and reduce the cost of servicing their customers. Leading areas of growth include financial services, mobile telecommunications and the medical aid industry, while new areas of growth include ISP Services and e-commerce start-ups.

The past year has been the first year of trading through the leading-edge i-Media Centre, which opened in March 2000. The operation offers 150 seats, of which 100 have already been sold and the company turned profitable on a monthly basis within four months, having claimed approximately 15% of the SA market by year-end. While less than 25% of revenues are currently generated from on-line services in Merchants SA, the contribution is expected to increase significantly in coming years. Clients include Alexander Forbes, World Online, Discovery Health, First National Bank, MyLife, South African Airways and Wooltru. Merchants prides itself on having redefined the call centre outsourcing market in SA with the launch of the Build-Operate-Transfer (BOT) model that expedites the development of clients' customer management capabilities.

Asia			
\$'000	FY2000	FY1999	% change
Turnover	472,209	274,485	72
Operating profit before goodwill amortisation	46,442	26,366	76
Operating margin	9.8%	9.6%	
Net operating assets	468,772	102,512	357

Dimension Data's Asian operation maintained its unbroken record of high growth, with a strong upturn from Asia's recovering economies driving rapid revenue increases in traditional areas of business. Growth was underpinned by continuing strong demand across Asia for telecommunications and Internet equipment services. Full year contributions were enjoyed from new subsidiaries in Japan and Korea, both of which showed exceptional growth and market share gains.

Difficulties were experienced early in the year in China, which has historically been our largest revenue region, but conditions improved during the second half. Market share gains were reported across the regions and the largest single contract of the year, valued at US\$25m, was signed with Korea's leading telecom service provider to meet the increasing demand for broadband Internet access as well as to offer a wide range of multimedia services. A continued strong emphasis on services, which nearly doubled in turnover contribution, resulted in improved margins. The investment made in the operations centre in Singapore continues to pay strong dividends.

As part of Dimension Data's global strategy, three i-Commerce acquisitions were made during the second half of the year. These include 60% stakes in I Square Solutions, DFI Consulting and PlaNET Technology Solutions. The three businesses provide us with Internet application and e-systems architects, customisable web middleware and integration capabilities and ERP integration skills. Although they made no material contribution to earnings during the year, the acquisitions position us strategically to offer customers an end-to-end solution. They now trade as Datacraft i-Commerce and are rapidly merging into an integrated region-wide organisation that will work closely with the network operations to deliver integrated solutions.

The outlook for the next financial year is good. Our move into managed services and i-Commerce has placed us in a strong position to capitalise on demand for the facilitation of enterprises' electronic business transformation strategies. Furthermore, telecom deregulation has moved forward in most Asia Pacific countries, generating a number of new opportunities. For example, there is great growth potential in India, where sweeping changes are expected to propel the country's telecom/ISP sector into a sustained phase of rapid growth.

We aim to increase our focus on value-added services in the network arena as well as aggressively expand into the i-Commerce space, which is expected to contribute positively to earnings going forward. This positioning should sustain strong revenue growth whilst at the same time creating opportunities for enhanced margins.

Australia			
\$'000	FY2000	FY1999	% change
Turnover	408,731	325,546	26
Operating profit before goodwill amortisation	22,489	13,797	63
Operating margin	5.5%	4.2%	
Net operating assets	394,735	233,392	69

Our Australian business delivered strong revenue growth, market-share gains and improved margins as a result of an integrated Network Services and i-Commerce offering and a higher component of services revenue. This was achieved despite operating under difficult market conditions, with Y2K uncertainties impacting spend and the introduction of General Sales Tax in July 2000 diverting significant IT resources and funding from regular infrastructure projects and roll-outs. In addition, there has been a significant change in the competitive environment with the rationalisation of Dimension Data's traditional competitors such as JNA and Anite, into Global MNCs, resulting in stronger competition. Dimension Data remains the number one integrator and distributor of Cisco products in Australia and enjoyed further significant customer wins during 2000, benefiting from high adoption rates of the GSOA. These included Citigroup, ANZ Bank, Cable and Wireless and Optus.

Dimension Data is exploiting its existing customer base to address the high growth B2B market and grow its i-Commerce business. It also partnered with leading business consultants such as Bain International and McKinsey, providing the integration capabilities for high-end e-commerce initiatives. Significant contracts signed during the year in the i-Commerce space include Virgin Mobile where the company worked with Dimension Data in the UK to develop an i-Media contact centre, and Fairfax where the Group delivered solutions that enabled their e-commerce strategies.

The outlook for the 2001 financial year is positive with significant opportunities in the multimedia contact centre and IVR market, an area in which Dimension Data has established a strong market position. New customer opportunities have arisen as a result of the Group's enhanced competitive global positioning and GSOA offering, which have enabled us to extend our service capability and customer reach beyond the Australian market. A great growth opportunity lies in the telco market, particularly in the provision of integration and managed services, both independently and in partnership with the product vendors. Dimension Data is poised to show continued strong growth in the region over the next 12 months.

Continental Europe		
\$'000	FY2000	FY1999
Turnover	199,252	-
Operating profit before goodwill amortisation	16,487	-
Operating margin	8.3%	-
Net operating assets	2,101,673	-

Dimension Data acquired operational control of Comparex Europe in March 2000 and immediately implemented a 100-day integration plan to improve efficiencies and synergies in the business and bring it in line with the Group's standard operating methodology and financial controls, and to achieve cost savings and operational synergies. The business was migrated from a portfolio of diverse independent regional businesses, to an integrated pan-European model with all companies trading under the Dimension Data brand. A rapid rollout of GSOA training for technical and sales staff was concluded and the Frankfurt Operations Centre constructed. In the short period under our control, margins improved significantly.

The European market was slow to recover from the aftereffects of Y2K but indications are that trading activity and appetite for network services and i-Commerce solutions are on the increase. The market is characterised by the consolidation of competitors and strong regional integrators, few of which have a pan-European presence. In this environment, Dimension Data's global footprint and GSOA offering is a strong differentiator and the Group is well placed to take advantage of the growth phase that Europe is entering.

Despite the disruption caused by the significant reduction in staff numbers, management changes in France and Germany, and rationalising the UK business into Dimension Data's existing UK operations, no significant business was lost. In fact, there have been a number of significant customer wins during the period under review, including the European Commission, BASF, Bayer, BMW and Repsol. Dimension Data has had early successes with the adoption of GSOA customers, a number of which have gone live in the past few weeks.

The telco market offers significant growth opportunities and a number of large contracts were awarded in this area during the year. We have signed a contract with Dolphin Telecom, to provide a Cisco ATM backbone and become its partner for ISP services in Europe. A contract has also been signed with Colt Telecom to provide all its security requirements throughout Europe.

The outlook for Europe is extremely positive with the region increasingly requiring total network service and i-Commerce solutions. Significant opportunities exist in the service provider market (ISPs, ASPs, Telcos, Mobile, etc) as the region deregulates. The enterprise sector also offers good opportunities for growth as customers transform their businesses into the e-age. Provided Dimension Data moves quickly in expanding its offerings into i-Commerce and security, it will be well placed to capitalise on its differentiated business model and strong global positioning. Dimension Data is increasingly looking to partner with vendors such as Cisco and Nortel in supplementing the vendors' service offering around the product. While there could be some downward pressure on product margins, the shift to services is expected to improve overall margins as higher margin value-added service solutions are implemented. Further acquisitions in regions such as Scandinavia, Iberia and Eastern Europe will augment Dimension Data's presence in areas where the Group currently lacks critical mass.

United Kingdom			
\$'000	FY2000	FY1999	% change
Turnover	311,126	165,299	88
Operating profit before goodwill amortisation	30,051	17,832	69
Operating margin	9.7%	10.8%	
Net operating assets	1,561,344	213,774	630

The past year was another successful one for the UK with growth being strong in both services and equipment. Market-share gains were recorded in the enterprise arena, which accounts for more than 70% of revenues. Good inroads were made into the financial services sector and significant new customers were won during the year including Aon, Telewest, Sainsbury's and One2One. Increased competition from the telecommunication service providers and professional service consultants, coupled with the acceptance of lower product margins in order to gain entry to a number of new strategic accounts, saw margins come under pressure during the 2000 financial year.

The telco market represents a substantial opportunity in 2001 and we are well placed to participate as service partners given our strong skills base. Although our competitors are increasingly offering similar services to customers, we are at an advantage in being able to sell our solution on a global basis given the footprint provided by the rest of the organisation. We anticipate capitalising on this in the coming year as well as expanding our service offering to what have traditionally been equipment-only customers in the past.

The overall margin in the UK was negatively impacted by a poor performance in GK where restructuring and rationalisations prior to the integration of the business into Chernikeeff impacted profitability. Subsequent to the purchase of the remaining minorities in Chernikeeff, GK was integrated into Chernikeeff and the combined business is now trading as Dimension Data Network Services.

Merchants UK had an excellent year, reporting growth in revenues in excess of 50%, more than treble the indicated trends for the traditional call centre industry. The Group offers over 1,000 seats, in Milton Keynes, UK and Cork, Ireland and which together run at an average of 85% capacity utilisation. New implementations during the year include Virgin, One2One and Eastern Energy. As a result of increased competition and higher capital investment costs due to infrastructure upgrades, margins came under pressure, but this was offset by a reduction in overheads and increased efficiencies. Increasingly Merchants is separating itself from its traditional competitors by offering high-tech solutions as opposed to straight call-centre bureaux, and co-sourcing projects with rapid rollout capabilities. Facilities are being upgraded to incorporate the i-Media capabilities, which bodes well for Merchants being early to market in this higher value-add space. Strong revenue growth and margin improvements are predicted for the 2001 financial year.

USA		
\$'000	FY2000	FY1999
Turnover	124,423	-
Operating profit before goodwill amortisation	9,234	-
Operating margin	7.4%	-
Net operating assets	100,329	-

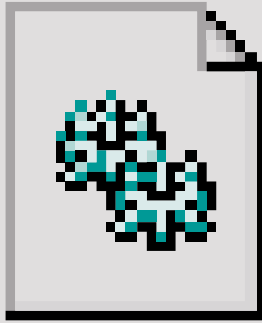
In order to complete our global footprint and participate in more than 50% of the total IT services market, Dimension Data moved aggressively into the USA during the past year. The Group has, in a short space of time, established a meaningful presence on the US East Coast. The acquisition of RE/COM, effective 1 October 1999, was followed in quick succession by DCS in March 2000 and ISG in June 2000. These operations, which were rebranded under the Dimension Data name, have Gold Partner status with Cisco, operate out of 11 cities and employ approximately 340 people. Much of the year has been spent in growing our market share and introducing Dimension Data's service offerings.


























Subsequent to the year-end, Dimension Data made a fourth acquisition: TimeBridge Technologies, a leading Maryland-based network services and e-business solutions provider. This acquisition consolidates Dimension Data's position on the East Coast and ensures that the Group is now participating in approximately 26% of the economic market of the USA. The acquisition has increased the staff complement in the USA to in excess of 600 people. The presence of an operations centre in TimeBridge will facilitate an easier rollout of the GSOA in the USA.

The US market is highly fragmented and made up of numerous regional players. Our intention remains to build a national US presence and there is an ongoing strong focus on identifying acquisitions that will extend our presence to include central US and the West Coast. These should further enhance our ability to retain existing and attract new customers.

In excess of 90% of Dimension Data's USA revenues are currently derived from the enterprise market and the balance from the service provider market. There is notable growth opportunity in the latter, where Dimension Data has significant global experience and the intention is to focus heavily on this market in the coming year. Whilst adoption rates for GSOA are more likely to be in the medium-sized enterprises in the short term, a strategic accounts team has been set up to target the MNCs (Fortune 500 companies). Moody's Corporation and Young & Rubicam are two significant new customers recently signed up.

New lines of business such as security, storage area networking and IP telephony are high-growth areas being targeted. The major task facing this region in the coming year is to continue to build a national presence organically using the existing geographical footprint as a base and supplementing it with acquisitions.



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FROM: OPERATIONAL DIRECTORS
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: OPERATIONAL REVIEW - PROTOCOL

Protocol Business Development Fund

In February 2000, the Group established the Protocol Fund with R100m. Protocol engages in business development with a twofold intention. It aims both to establish strategic joint ventures which enhance relationships with suppliers and clients and to foster new entrepreneurial businesses which may be complementary to the Group's existing business model. It is intended that the Group will, over time, acquire the stake that it does not already hold in an investee company. Protocol currently has a South African focus, but the intention is to extend the fund to other geographic regions, with an initial focus on Australia and the United Kingdom.

Protocol currently has ten investments in addition to Dimension Data's 20% interest in Archway Ventures, a R150m investment joint venture with South African-based Genbel Securities Ltd and SCMB (part of Standard Bank of SA). Brief details of the Protocol investments are given below:

Archway Ventures has a total of 13 investments. The key investments are described below:

Prism, listed on the JSE, is a globally recognised company which provides secure electronic payment technologies for card and Internet transactions.

Voicematix focuses on the integration of computing and telephone technology to enhance business processes, including areas such as unified messaging, voice messaging and call-centre solutions.

TransXactive is a software development company which focuses on web, WAP and voice-based technologies.

Obsidian provides Linux development and integration skills and has built the leading local Linux brand in South Africa.

Jumppoint offers supply chain specialists who focus on integrating fulfilment and electronic marketplaces.

Cinbel is a TIBCO middleware application development partner and integrator.

HAL is an on-line media trading portal, which facilitates improved efficiencies for both media buyers and sellers. HAL provides a central portal and on-line reservation facilities, across media types and owners.

Healthbridge, a joint venture with Mediswitch, South Africa's largest medical scheme administrator, and Discovery Health (JSE-listed healthcare financing), is a B2B data-switching e-commerce initiative in the healthcare industry which delivers real-time claims processing capabilities between medical providers and medical funders.

IS Fax is a least-cost routing initiative for faxing.

Miraculum is a joint venture B2B on-line e-procurement marketplace with Old Mutual, Nedcor and Jay & Jayendra Naidoo. Miraculum uses Oracle's B2B exchange platform to enable on-line and reverse auctioning, contract and spot buying, collaborative supply chain planning and product design functionality.

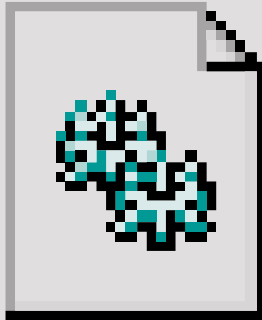
MIT is a service provider delivering support and maintenance services such as managed services, project management and break-fix functions to the corporate and public sectors.












































Motor Online is a strategic venture involving the retail motor industry and Wesbank, providing B2B and B2C e-commerce services through a local automotive portal.

RGI is an on-line recruitment web portal joint venture with JSE-listed companies, Johnnic and Adcorp.

Trigger is a digital media advertising company and the creator of iBrandbuilder, which assists companies in the development and rollout of on-line brands.

X-Pior has developed a test platform to evaluate and improve network services which allows telecommunication networks to view themselves from the perspective of their subscribers. Through autonomous network testers, all aspects of network performance and revenue assurance can be tested, evaluated and reported. Customers include MTN, BT Cellnet and Orange.



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FROM: MALCOLM RUTHERFORD
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: FINANCIAL REVIEW

In recognising the need to improve access to the international capital markets, to widen our investor base and to provide employees with globally competitive wealth creation opportunities, the Group decided to seek a listing on the LSE in July 2000. Existing Dimension Data Holdings Ltd shareholders received shares in a new company, Dimension Data Holdings plc. At the same time shares were offered to other investors and our shares are now traded on both the LSE and the JSE. As a result the Company is required to comply with UK reporting and corporate governance requirements.

The accounting policies used in the preparation of the September 2000 financial statements are consistent with the accounting policies used to prepare the restated 1999 information in the Listing Particulars.

Group Operating Performance

Turnover

Total turnover including associates grew by 64% from US\$1,207 million to US\$1,976 million. Group turnover grew by 71% from US\$1,137 million to US\$1,943 million, reflecting strong organic growth as well as the results of acquisitions. Turnover in continuing operations grew by 40% resulting from an increase in demand for the Group's offerings from new and existing clients, and good market share gains experienced in all geographies. The acquisitions, including Dimension Data Europe (previously Comparex Networks), and Dimension Data US (previously RE/COM, DCS and ISG) in the current year added US\$348 million of turnover. The decline of the Rand and limited spend on certain Telkom contracts resulted in turnover from associates declining by 11% to US\$34 million. The joint venture EDS Africa was disposed of in 1999.

Operating profit before goodwill amortisation

Group operating profit before goodwill amortisation increased by 63% from US\$129 million to US\$210 million. The operating margin in the 2000 financial year is 10.8% compared to 11.3% in the 1999 financial year reflecting the incorporation of the lower margin traditional to the network systems integration businesses in Europe and the USA. Operating margins in the continuing operations increased to 11.4% as a result of a higher content of value-added services. This increase was diluted by the poor performance in the second half of the year in GK and the effects of the rationalisation of the GK operations into Chernikeeff. Elsewhere across the Group operating margins improved, reflecting the higher contribution to turnover from both networking and i-Commerce services.

Goodwill amortisation

Goodwill amortisation amounted to US\$292 million in 2000 compared to US\$36 million in 1999. This was due to the acquisition of Dimension Data Europe effective 29 February 2000, which gave rise to a significant goodwill balance and consequent amortisation charge. It should be noted that the increase in Dimension Data Holdings Ltd share price between agreeing terms and completion of the transaction had the effect of increasing goodwill significantly.

Exceptional items

Included in exceptional items is an amount of US\$7.2 million to provide for the costs of closure of the GK business. A loss on the sale of listed investments, acquired in conjunction with the acquisition of Comparex's European networking assets of US\$7.2 million is offset by profits on the sale of Silverline and I-Net Bridge of US\$11 million.

Investment income and net interest receivable

Investment income consists largely of preference dividends received on short-term investments. Some preference shares were redeemed during the year. Net interest receivable has increased from US\$12 million in 1999 to US\$28 million in 2000 in line with the accumulation of cash resources generated by the Group's day-to-day operations and the cash received from the Global Offer in July 2000.

Taxation

The Group's effective tax rate (after adding back amortisation of goodwill, for which there is, in most jurisdictions, no deduction from taxable profits) was 25.7% in 1999 and 27.8% in 2000. With our entry into the US a greater proportion of business is being carried out in higher tax rate jurisdictions. This was, however, offset by a low effective tax rate in Europe.

Equity minority interests

The profit attributable to equity minority interests increased by 32% from US\$26 million in 1999 to US\$34 million in 2000, reflecting the increased contributions from the operations in Asia, Australia and the United Kingdom, and the first-time inclusion of the results of our European and US acquisitions. It is expected that the profits attributable to minorities will decrease proportionally in the years ahead, reflecting the purchase of minorities in the UK and Australia in the current year and the proposed roll-up of Nedcor's current shareholding to a Dimension Data Holdings plc level in the forthcoming financial year.

(Loss)/ profit for the financial year

An attributable loss of US\$151.5 million was incurred in the 2000 year after goodwill amortisation amounting to US\$292 million. Attributable profit before goodwill amortisation amounted to US\$140.5 million in 2000 compared to US\$103.6 million in 1999, an increase of 36%.

Earnings per share

Earnings per share before goodwill amortisation and exceptional items increased 35% to 16.1 US cents. The Group was obliged to restate its 1999 earnings per share before goodwill amortisation and exceptional items to take into account the effects of the November 1999 capitalisation award. This had the effect of reducing the reported 1999 earnings per share before goodwill amortisation and exceptional items from 12.1 US cents to 11.9 US cents.

Liquidity and Capital Resources

Net goodwill amounting to US\$3,131 million was included as an asset in the consolidated balance sheet as at 30 September 2000. Net goodwill amounted to US\$488 at 30 September 1999. Excluding goodwill, net assets increased from US\$101 million to US\$1,024 million. Other fixed assets have increased as a result of acquisitions and organic growth in the businesses. Net current assets have also increased as a result of acquisitions, growth in turnover and the increase in the cash balance. This results mainly from the proceeds of the Global Offer in July 2000, which raised cash of US\$1.44 billion. The Group's working capital has been financed through internally generated cash and its acquisitions have been financed by cash or by the issue of new shares. The acquisition of the outstanding minority interests in Chernikeeff, Com Tech and GK Communications were partly funded from the proceeds of the Global Offer.

Creditors falling due within one year include an amount of US\$99.9 million relating to guaranteed convertible debentures issued in 1999 to finance the initial 49.99% acquisition by the Group of Chernikeeff Networks. In August 2000 £188 million (US\$275.3 million) guaranteed loan notes were issued as part consideration for the acquisition of the remaining 50.01% interest in Chernikeeff Networks. The loan notes are guaranteed by Citibank who are holding £188 million cash collateral as security.

Equity minority interests have increased, largely as a result of the acquisition of Dimension Data Europe and the corresponding share therein owned by Nedcor. They have also increased due to the improved performance of the Asian operations.

The Group's net cash inflow from operating activities was US\$95 million in 2000 compared to US\$79 million in 1999. This increase resulted from the generation of cash by the Group's existing and acquired operations.

The Group's capital expenditure and financial investment was US\$70 million for 2000 compared to US\$41 million in 1999. The net cash outflow from acquisitions and disposals amounted to US\$192 million in 2000 and US\$73 million in 1999. Other acquisitions were primarily financed through the issue of shares. As a result thereof, together with the issue of 184 million shares in terms of the Global Offer, there has been a substantial increase in the share premium account. Certain acquisitions incorporated earn-out provisions under which the vendors would receive further cash or shares in the Company depending on the post-acquisition performance of the business acquired. In cases where the Group has no option to satisfy the earn-out commitment in cash, these commitments have been accounted for as shares to be issued.

Currency Risk

The Group has operations in over 30 countries and receives revenues and incurs costs in numerous currencies. As a consequence, movements in exchange rates, particularly in the US dollar/South African rand exchange rate affect the Group's results. When Dimension Data invoices in local currency, and has a foreign currency exposure to suppliers, it generally uses forward foreign exchange contracts to hedge its foreign exchange risk or adjusts the prices charged to clients to take account of exchange rate fluctuations. In addition, many of the selling prices of the products supplied by the Group are linked to the US dollar, and the purchase of these products is often paid for in US dollars. The Group also incurs operating expenses in numerous other currencies, the most significant of which are the South African rand, the Australian dollar, the Singapore dollar, sterling and, since the acquisition of Comparex Networks, various currencies within Europe.

The following table reflects the average and year-end exchange rates against the US dollar of SA Rand, Australian dollar, sterling and Euro:

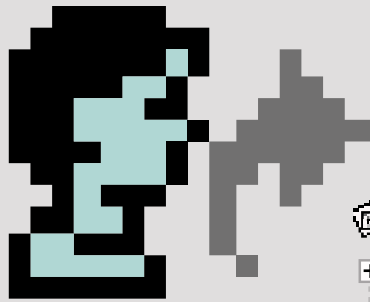
Currency	Year ended 30 September 2000		Year ended 30 September 1999	
	Average	Period end	Average	Period end
South African rand	6.772	7.300	6.056	6.000
Australian dollar	1.702	1.842	1.542	1.533
Sterling	0.651	0.683	0.617	0.608
Euro	1.072	1.135	N/A	N/A


























Interest Rate Risk

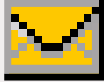
Given the large net cash holdings of the Group, it is exposed to the effects of fluctuating deposit interest rates. Whilst it is corporate policy to remain as liquid as possible to take advantage of acquisition opportunities, certain funds have been invested in term deposits to minimise the effects of fluctuating interest rates and achieve a satisfactory return for shareholders.

Y2K

The systems and contingency plans that were put in place to counter potential Y2K issues were effective and therefore had no material impact on the reported results.



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FROM: MALCOLM RUTHERFORD
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: SEGMENTAL ANALYSIS AND RELATED INFORMATION

Segmental Analysis and Related Information

for the year ended 30 September

	2000 \$'000	1999 \$'000
By class of business		
Turnover		
- Network Services	1,613,428	925,238
- i-Commerce	318,944	211,467
- Protocol	2,707	-
- Investment holding and management	7,497	558
Group turnover	1,942,576	1,137,263
Operating (loss)/profit		
- Network Services	166,183	95,702
- i-Commerce	44,223	25,713
- Protocol	2,449	-
- Investment holding and management	(2,505)	7,602
Operating profit before goodwill amortisation	210,350	129,017
Goodwill amortisation	(292,003)	(35,648)
Operating (loss)/profit	(81,653)	93,369
Net assets		
- Network Services	3,050,200	698,036
- i-Commerce	148,624	59,614
- Protocol	10,211	-
- Investment holding and management	1,721,180	80,154
Net operating assets	4,930,215	837,804
Debentures and loan notes	(375,243)	(100,000)
Minority interests	(399,774)	(149,720)
Total net assets	4,155,198	588,084
By location		
Turnover		
- Africa	426,835	371,933
- Asia	472,209	274,485
- Australia	408,731	325,546
- Continental Europe	199,252	-
- United Kingdom	311,126	165,299
- United States	124,423	-
Group turnover	1,942,576	1,137,263
Operating (loss)/profit		
- Africa	85,647	71,022
- Asia	46,442	26,366
- Australia	22,489	13,797
- Continental Europe	16,487	-
- United Kingdom	30,051	17,832
- United States	9,234	-
Operating profit before goodwill amortisation	210,350	129,017
Goodwill amortisation	(292,003)	(35,648)
Operating (loss)/profit	(81,653)	93,369
<p>Protocol's turnover and operating profit are included within the Africa region. Investment Holding and Management's turnover and operating (loss)/profit are allocated based on the entity's location, which is predominantly in Africa.</p>		
Net assets		
- Africa	303,362	288,126
- Asia	468,772	102,512
- Australia	394,735	233,392
- Continental Europe	2,101,673	-
- United Kingdom	1,561,344	213,774
- United States	100,329	-
Net operating assets	4,930,215	837,804
Debentures and loan notes	(375,243)	(100,000)
Minority interests	(399,774)	(149,720)
Total net assets	4,155,198	588,084

2000

1999*

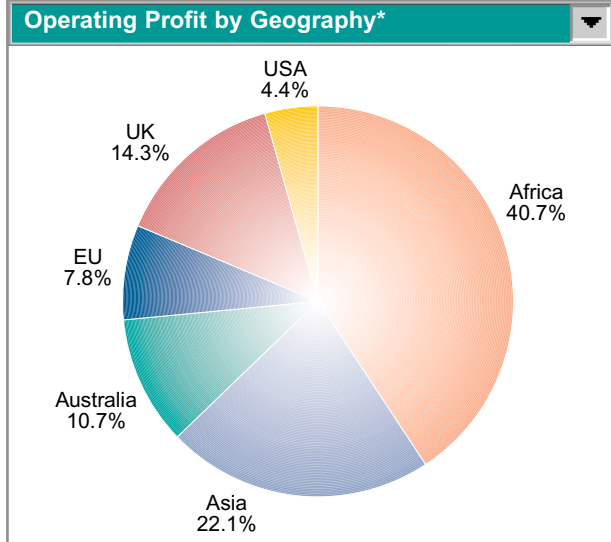
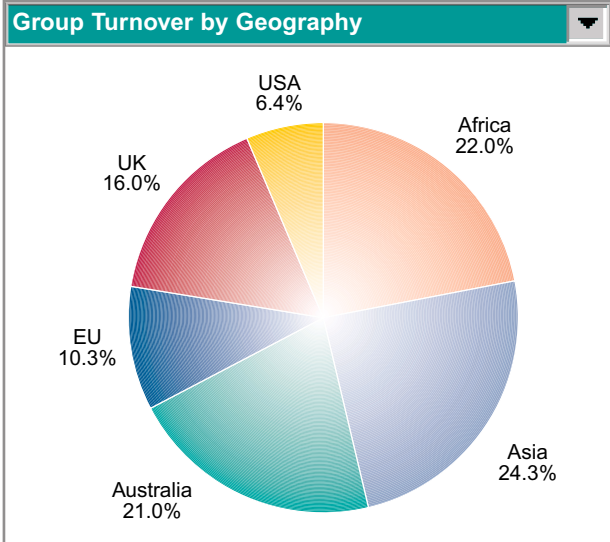
Average number of employees - by class of business

- Network Services	5,925	4,484
- i-Commerce	4,305	3,259
- Protocol	5	-
- Investment holding and management	38	24
Total	10,273	7,767

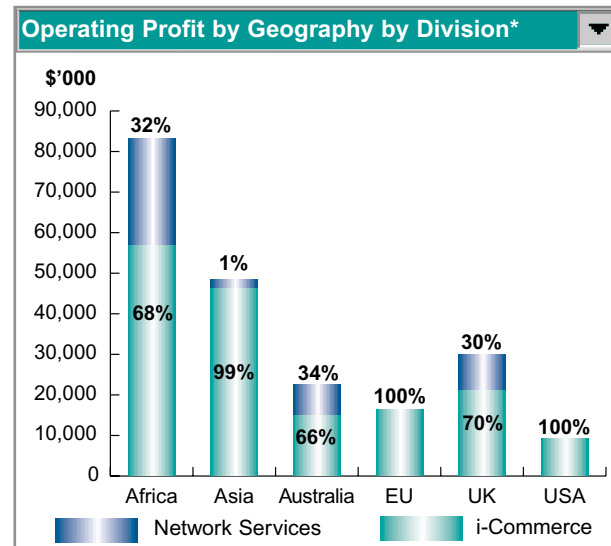
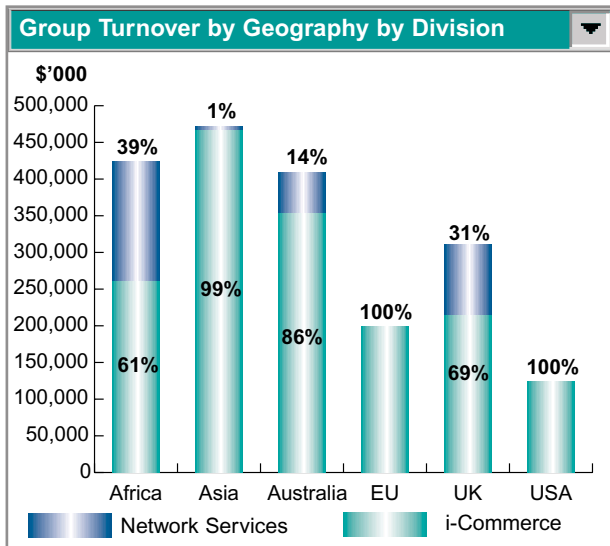
Average number of employees - by location

- Africa	3,823	3,133
- Asia	1,267	1,099
- Australia	1,201	998
- Continental Europe	951	-
- United Kingdom	2,767	2,537
- United States	264	-
Total	10,273	7,767

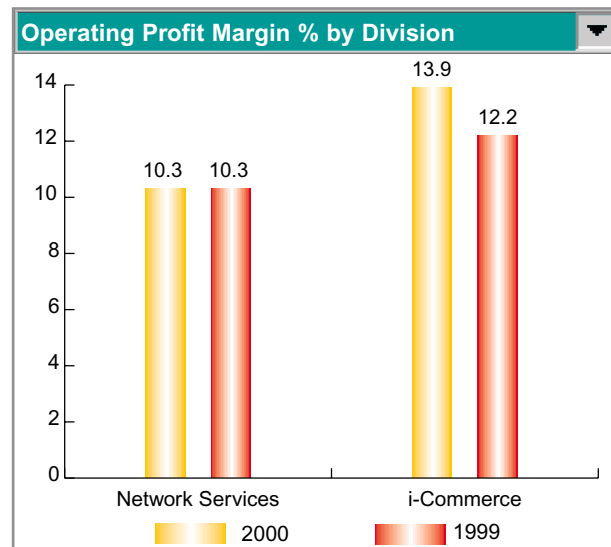
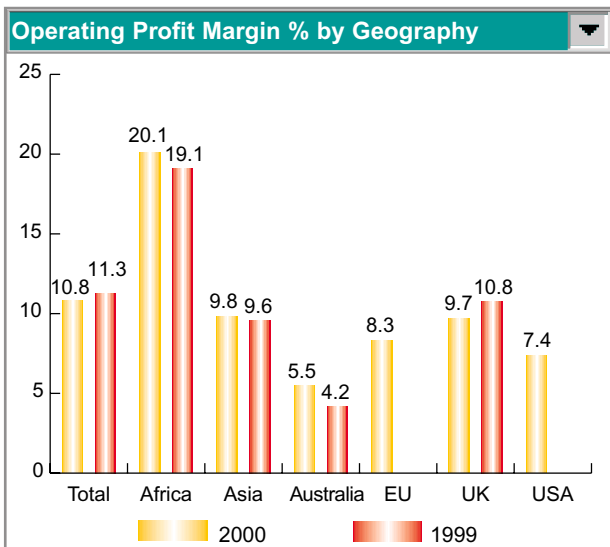
* The 1999 amount represents the number of employees at the end of the year.

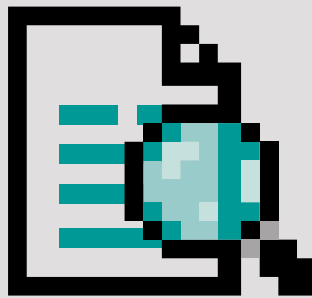













































* Operating profit before goodwill amortisation

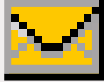


* Operating profit before goodwill amortisation





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FROM: BOARD OF DIRECTORS
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: DIRECTORS' REPORT

The Directors of Dimension Data have pleasure in presenting their report and financial statements for the year ended 30 September 2000.

Principal Activities

Dimension Data Holdings plc is a holding company whose subsidiaries and associated companies operate in over 30 countries worldwide and are leaders in the international network and integration services market, providing communications network services and e-commerce solutions to corporations, telecommunication service providers and New Economy companies.

The Company was listed on the London Stock Exchange on 19 July 2000, in order to improve its access to international capital markets and to a widespread international investor base. On listing, the Company received proceeds of £960 million (US\$1.44 billion), a portion of which has been used to finance the purchase of minority interests and other acquisitions. The balance of the proceeds is to be used to finance organic growth to further the Group's Network and i-Commerce service offerings. The Company entered the FTSE 100 at 42nd place on 18 September 2000.

A full review of the activities of the Group and an indication of future developments is contained in the Chairman's Statement on pages 7 to 9, the Operational Reviews on pages 15 to 31, and the Financial Review on pages 33 to 35.

Going Concern

The Directors have a reasonable expectation that the Company will continue in operational existence for the foreseeable future and are satisfied that it is appropriate to prepare the financial statements on the going concern basis.

Acquisitions

Acquisition of Comparex Networks

The Group acquired the companies and businesses constituting Comparex Networks, a leading European networking business with representation in 12 countries in Europe, from Comparex Holdings Limited effective 29 February 2000. The purchase consideration was settled by the issue of 250,000,000 Dimension Data Holdings Ltd shares and the transaction was accounted for using the share price at the contract date, which was the effective date. The total value of the transaction was US\$2.3 billion, giving rise to goodwill of US\$2.2 billion, which has been capitalised as an intangible asset and is being amortised over a period of seven years. Details of the net assets acquired and the fair value adjustments thereto are provided in the annual financial statements.

Other acquisitions

The Group acquired an 80% interest in RE/COM Group Inc, a Cisco-aligned network integration company based in Boston, Massachusetts, effective 1 October 1999. The purchase consideration amounted to US\$27 million, which was settled in cash amounting to US\$15 million, the remainder being due depending on the achievement of certain profit targets.

The Group acquired an 80% interest in Data Comm Systems Inc, a network integration company with headquarters in Massachusetts, effective 1 April 2000. The purchase consideration amounted to US\$21 million, which was settled in cash. Further amounts will become payable depending on the achievement of certain profit targets.

The Group acquired a 100% interest in Daily Business Products Inc, trading as Integrated Systems Group, a

network integration company based in Long Island, New York, effective 1 June 2000. The purchase consideration amounted to an initial cash payment of US\$45 million. Further amounts will be payable after profit targets are achieved in the two years to September 2002.

Effective 1 August 2000, the Group acquired the remaining 50.01% in Chernikeeff Networks Limited, a network integration company based in the United Kingdom. The purchase consideration amounted to £200 million (US\$300.5 million) of which £188 million (US\$282.5 million) was satisfied by the issue to the sellers of guaranteed loan notes with the balance of £12 million (US\$18 million) being satisfied by the issue of 2,182,651 Dimension Data Holdings plc shares.

The Group owned 75.5% of Com Tech Communications Pty Ltd (Australia). The Group has acquired all the outstanding interests in Com Tech for a cash and share consideration valued at a maximum of approximately US\$151.8 million. This consideration is initially made up of the issue of 9.3 million new shares in the Company and cash of US\$63.1 million and is subject to an upward adjustment to a maximum of US\$8.2 million, made up of US\$4.6 million cash and 0.4 million shares in the Company, conditional upon Com Tech achieving its September 2001 profit and margin targets. The related parties, being the five directors of Com Tech, are to be treated in the same manner as all other shareholders. The directors concerned are David Shein, Jonathan Shein, Steve Shein, Darron Lonstein and Nathan Cher.

Effective 1 August 2000, the Group acquired the remaining 14.3% in GK Communications Group, a company based in the United Kingdom. The purchase consideration amounted to a maximum of £2.2 million (US\$3.3 million), of which £1.1 million (US\$1.7 million) has been settled in cash, the remainder being due at the end of 2001.

Details of further acquisitions which were announced before 30 September 2000, but have not been accounted for at that date as they remained conditional at the year end, appear in note 33 to the annual financial statements. Subsequent events are detailed in note 34 to the annual financial statements.

Research and Development

The Group's main focus traditionally has been the development of skilled employees. The Group ensures that its employees are continually made aware of and trained in developments and advances in technology and their integration into existing technologies.

The Group has additionally developed a specific project, Global Services Operating Architecture, following the identification of specialised value-added services targeted at national and multinational clients who are working increasingly in an on-line environment. It consists of commercial and proprietary software and application integration technology that allows Dimension Data to support and manage networks on line so that they function in an integrated manner. The development of GSOA has enhanced the ability of the Group to automate repetitive tasks, isolate faults, reduce repair time and perform predictive analysis and quality control, whilst reducing implementation time frames.

The Group's third division, Protocol, engages in business development and aims to establish strategic joint ventures to enhance relationships with suppliers and clients and to support new entrepreneurial businesses which may be complementary to the Group's existing businesses. It has 11 new equity investments this year, amounting to US\$15.4 million.

The Company is committed to continuing to adapt to changes in IT-related products and services, and the development and introduction of new services that take advantage of technological advances.

Results

For the year ended 30 September 2000, Group turnover was US\$1,943 million, compared with US\$1,137 million for the previous year, representing an increase of 71%. Operating profit before goodwill amortisation was US\$210 million compared with US\$129 million for the previous year, an increase of 63%. Basic earnings before goodwill amortisation and exceptional items per share amounted to 16.1 US cents.

Policy on Dividends

The Directors currently anticipate that all the available cash generated by the Group's business will be invested in the continued growth of the Group, and do not expect to declare a dividend for the current financial period or to declare dividends for subsequent financial periods in the foreseeable future. This policy will be reviewed on an annual basis.

Authorised Share Capital

At an extraordinary general meeting of the Company held on 28 June 2000, the authorised share capital of the Company was increased from £50,000, divided into 50,000 ordinary shares of £1 each, to £50,000 and US\$20 million by the creation of 2 billion ordinary shares of 1 US cent each.

At an extraordinary general meeting of the Company held on 17 July 2000, 50,000 ordinary shares of £1 each were

redesignated as deferred shares having the same nominal value and rights as set out in the Company's Articles of Association. The holders of the deferred shares shall have no right to receive notice of any general meeting of the Company, nor the right to attend, speak or vote at such general meeting. The deferred shares have no rights to dividends and on a return of assets in a winding up, entitle the holder only to the repayment of the amounts paid upon such shares after repayment of the capital paid up on the ordinary shares plus the payment of US\$10,000,000 per ordinary share.

Issued Share Capital

As at 30 September 2000, the Company's issued share capital was 50,000 deferred shares of £1 each and 1,158,089,627 ordinary shares of 1 US cent each.

Details of interests of 3% or more shareholding in the issued ordinary share capital of the Company are reflected in Shareholder Information on page 61.

Corporate Governance

A report on Corporate Governance and compliance with the Combined Code is set out on pages 47 to 49.

Directorate

Details of the present Directors of the Company are shown on pages 11 to 13.

The following changes were made to the composition of the Board of Directors during the year and to the present time:

Resignations:

9 June 2000 Hackwood Directors Ltd

Appointments:

Executive

Non-Executive

9 June 2000

JJ Ord
MT Rutherford

27 June 2000

RDS Came
PR Harrison
PGT Hird
SM Joubert
PK Quarmby
E Reinecke
DS Smyth
RKC Taylor
B Watson

DA Frankel
RC Mansfield
RM Scott
GH Waddell
PD Wharton-Hood

7 November 2000

DA Ackerman

At the Annual General Meeting on 18 July 2000, the Directors in office resigned and offered themselves for re-election, and were duly re-elected.

In accordance with the Company's Articles of Association, RDS Came, E Reinecke, RKC Taylor, RC Mansfield and GH Waddell retire from the Board and offer themselves for re-election at the Annual General Meeting to be held on 15 February 2001, and DA Ackerman will offer himself for election.

Details of the Directors' interests in any Group company can be found in notes 6(b) and 6(c) to the annual financial statements on pages 75 and 76.

Employment Policy

The Group is committed to a work environment free of racial, gender and disability discrimination. The Group recognises its obligations to ensure that people with disabilities are afforded equal employment opportunities and progress within the Group. Should members of staff become disabled, steps will be taken through retraining or redeployment, to enable them to remain in employment within the Group wherever possible.

The Group supports the need to develop employment equity programmes as part of its corporate strategy in those countries where, due to historical reasons, the workforce composition is inequitable, and has set guidelines to assist its sub-

subsidiaries and associated companies in establishing their own programmes. The summary of the Employment Equity Report of Dimension Data Holdings South Africa (Pty) Ltd, the holding company of the South African operations appears on page 103. The Group is furthermore committed to an empowerment strategy, offering initiatives including the active facilitation of skills training, joint ventures and support of small to medium enterprises, in disadvantaged communities. Such initiatives are implemented not only to satisfy political requirements but to increase the pool of suitably skilled people from which to recruit employees, and develop staff to their maximum potential. The Group adheres strictly to employee protection or advancement legislation or requirements imposed in the different countries in which it operates, and consults employees or their representatives on a regular basis when decisions are taken which are likely to affect their interests. In addition, the Group utilises its technological ability in order to involve employees by making information available to employees on matters of concern to them, and keeping them updated regarding financial and economic factors affecting the Group's performance.

The Board has developed as a key objective, the recruiting and retaining of top-level employees to ensure that the Group competes at the highest level with comparable companies globally. The opportunity to participate in the share option scheme attracts such employees, and encourages employees to have an interest in the business. There are 4,315 employees who are presently participants in the scheme. Details of the average number of employees are contained in the note 6(d) to the accounts on page 77; details of the share option scheme are contained in the Remuneration Report on page 52 and the number of outstanding options appear in note 21 to the Annual Financial Statements on pages 85 and 86.

Creditor Payment Policy

In terms of the Companies Act 1985, the Company is required to state its policy and practice in the payment of creditors. Dimension Data Holdings plc is a holding company, and has no revenue and no trade creditors. It is therefore not applicable to provide statistics for the Company as required by the Companies Act. The Company's subsidiaries have no fixed payment policies, but negotiate in advance the best possible terms with their suppliers on a case-by-case basis and honour agreed invoices in accordance with those terms.

Company Secretary

Hackwood Secretaries Limited resigned as Company Secretary on 17 July 2000. JM Duck was appointed as Company Secretary on 17 July 2000.

Annual General Meeting

The Annual General Meeting will be held on 15 February 2001. The formal notice for the meeting is enclosed with this document.

Annual General Meeting – Explanatory Notes

Resolutions 2 to 7. Reappointment of Directors

At the Annual General Meeting to be held on 15 February 2001, resolutions will be proposed reappointing Richard Came, Ettienné Reinecke, Robert Taylor, Robert Mansfield and Gordon Waddell, who retire by rotation in accordance with the Company's Articles of Association, and to elect Dirk Ackerman, who was appointed to the Board since the last Annual General Meeting.

Brief biographical details of each of the above Directors and the rest of the Board are set out on pages 11 to 13.

Resolution 8. Auditors

Deloitte & Touche have indicated their willingness to continue in office and Resolution 8 proposes their reappointment and that the Directors be authorised to determine the remuneration of the auditors.

Special Business

The following resolutions will be proposed as special business, and cover the renewal of powers granted to Directors at the Annual General Meeting held on 18 July 2000 to allot relevant securities pursuant to Sections 80 and 95 of the Companies Act 1985 and to renew the limits on the grant of options under a company share incentive scheme and to alter the share incentive scheme.

Resolution 9. Share incentive scheme

This renews the limit on the grant of options as set out in Rule 4.2 of the Rules of The Dimension Data Holdings plc Share Option Scheme during the year. The Directors consider the share incentive scheme to be an important contributing factor in the continuing success of the Company. The 5% limit ensures that existing shareholder interests are protected.

Resolution 10. Alteration to share incentive scheme

Resolution 10 sets out details of a proposed alteration to the share option scheme which will have the effect that as of and with effect from 7 November 2000, the Rules of the Dimension Data Holdings plc Share Option Scheme 2000 be amended so that a grant of share options to a participant will vest in percentages of 25% per annum over four years, the first 25% vesting on the first anniversary of the date of grant, and thereafter for the following three years on the anniversary of the date of grant, provided that any performance conditions which have been set, have been met in full. Following the exercise of an option, that portion of the option price which is attributable to vested shares will be payable on vesting.

The Directors believe the amendments to the share incentive scheme are appropriate given the recent expansion of the Group in the US and the increasing need to offer US-style benefits to recruit and retain staff in a global IT market place. The US is at the forefront of the drive towards the New Economy and the Directors plan to use the Group's presence there as the base from which to accelerate the rollout of its i-Commerce services into Europe and further afield. In addition the Directors anticipate increased demand for Dimension Data's GSOA-based network and application services which will be rolled out in new regions, especially focussing on the US and Europe. The Directors believe that the share incentive scheme is significant in recruiting and retaining the best staff and that the proposed changes are required to attract high-quality people to become employees of Dimension Data and also to incentivise current employees. The Scheme Rules together with the proposed amendments will be available at the Annual General Meeting.

The Scheme Rules will be available for inspection at the registered office of the Company in London from the date of this notice until the close of the Annual General Meeting and at the place of the Annual General Meeting at least 15 minutes prior to and during the meeting.

Resolution 11. Authority to issue share capital

This gives Directors the general authority to allot up to US\$3,860,000 of ordinary share capital or other securities (being an amount approximately equal to one third of the issued share capital of the Company). This authority, if given, will expire at the next Annual General Meeting or 15 May 2002, whichever is the earlier. This resolution will be proposed as a special resolution.





































Resolution 12. Authority to allot the shares for cash without first offering them to existing shareholders on a *pro-rata* basis

Shares allotted for cash must normally be first offered to shareholders in proportion to their existing shareholdings. However, Resolution 12 renews an existing authority given to the Directors to allot shares for cash to persons other than existing shareholders up to a maximum of 5% of the Company's issued share capital. Shares to the nominal value of US\$579,000 represent 5% of the Company's issued share capital. The authority, which will terminate on the date of next year's Annual General Meeting or 15 May 2002, whichever is the earlier, gives Directors flexibility to take advantage of business opportunities which may arise and the 5% limit ensures that existing shareholder interests are protected. This resolution will be proposed as a special resolution.

While the Company has no present commitments, other than those detailed in notes 32 to 34 of the Annual Financial Statements, the Directors continue to examine strategic development possibilities and may, if the Directors believe it to be in the interests of shareholders, seek to use the unissued share capital in connection with any expansion. In the Directors' view, renewal of the existing level of authorities as provided by Resolutions 11 and 12 provides sufficient flexibility for the future.

By Order of the Board
JM Duck
Secretary
8 November 2000



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FROM: BOARD OF DIRECTORS
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: CORPORATE GOVERNANCE REPORT

The Company is committed to establishing and maintaining a high standard of corporate governance. This statement explains the Company's application of the Combined Code and explains the reasons for non-compliance with Code provisions.

The Board of Directors and its Committees

Jeremy Ord, in his capacity as Executive Chairman, is both Chairman and Chief Executive. The Board supports this position because of the nature of the Group structure, the experience and independence of the non-executive directors, as well as Mr Ord's substantial experience. Two of the Company's three divisions, namely Network Services and i-Commerce, have managing directors, Bruce Watson and Robert Taylor, with the result that those entire divisions are effectively independent, thus ensuring a balance of power and authority which, especially when coupled with the role of the non-executive directors, has the result that no one individual can exercise unfettered powers of decision.

During the period the Board consisted of five non-executive and 11 executive directors. Although this does not constitute the requisite one third of non-executive directors, and there is presently no senior independent director, the Board considers the non-executive directors to be of such independence, strength and experience, that each non-executive director has the power and authority of a senior independent director. There are also only two non-executive directors on the Audit Committee as described in the section on the Audit Committee below. The biographical details of the Directors are set out on pages 11 to 13. Since listing, the Board has met monthly, and is scheduled to meet at least quarterly. It has a formal schedule of matters reserved for its consideration: reviewing trading performance, ensuring adequate funding, setting strategy and monitoring the implementation of strategy, examining major acquisition opportunities and reporting to shareholders. The Board expects and ensures that each director is provided with appropriate and timely information in order to exercise their judgment. Financial reporting is routinely performed according to a strict schedule.

The Board has access to the advice and services of independent professionals and the Company Secretary. New appointees to the Board are provided with appropriate training and documentation regarding their duties and responsibilities and have full access to Company information.

Rory Scott, Robert Mansfield, Gordon Waddell and Dorian Wharton-Hood are independent directors for the purposes of the Combined Code.

The Board has established several sub-committees to enable it to perform its duties.

Nomination Committee

Jeremy Ord (Chairman)
 Robert Mansfield
 Gordon Waddell
 Dorian Wharton-Hood

The Nomination Committee meets to consider proposals for Board appointments. It carries out a formal and transparent selection process of candidates, giving consideration to the balance and structure of the Board, in order to propose to the Board any new appointments, which shall take effect upon approval of the Board by resolution.

All directors, including non-executive directors, are required to retire and submit themselves for re-election at least every three years. All directors are subject to re-election by shareholders at the first opportunity after their appointment, and to re-election thereafter at intervals of no more than three years.

Remuneration Committee

Rory Scott (Chairman)
 Dorian Wharton-Hood

The Remuneration Committee meets a minimum of four times per year, and additionally whenever required. Its chief function is to recommend to the Board the remuneration and other benefits of the executive directors, within agreed terms of reference, and in consultation with Jeremy Ord, Bruce Watson and independent remuneration consultants, if necessary. No executive director is entitled to be present when the Committee is considering his own remuneration. The Remuneration Committee also grants options in terms of, and subject to the rules of the Dimension Data Holdings plc Share Option Scheme 2000. The Remuneration Report is contained on pages 51 to 53.

Audit Committee

Rory Scott (Chairman)
 Robert Mansfield
 Derek Irish

Derek Irish is an independent senior partner in a public accounting practice and serves on the Audit Committee. He is not a director of the Company and is therefore considered by the Board to be independent. The Board is in the process of identifying an additional non-executive director as a member of this sub-committee.

The Audit Committee meets quarterly and additionally if required, and is responsible for, among other things, considering the scope and results of the audit and financial results, planning and reviewing the Company's annual and half-yearly reports and accounts and recommending the appointment and remuneration of the Company's auditors. The Committee assists the Board in considering whether the Company's published financial statements comply with statute, accounting standards and the Listing Rules. It also challenges executive management as to whether there are effective systems of internal financial controls, and reviews the effectiveness of the Group's financial, operational and compliance internal controls.

The Group's internal and external auditors attend meetings and have the opportunity to raise matters or concerns in the absence of executive directors.

Shareholder Relations

The Board considers the provision of information to its shareholders to be of extreme importance in order to convey the objectives of the Group. Information is regularly provided to institutional and private shareholders by way of the Annual General Meeting and Annual Reports. Presentations are given to investors after twice-yearly results announcements. The Company ensures that corporate announcements are reported in the press. The Annual Reports and corporate announcements are available on the Company's website www.didata.com.

Internal Control

The Combined Code has extended the scope of internal control to include controls additional to financial areas, namely: operational controls, compliance controls and risk management. Disclosure of compliance with the internal control provisions of the Code has become a requirement of the Group since listing on the London Stock Exchange. The Board has adopted a transitional approach for these provisions as set out in the letter from the London Stock Exchange to listed companies in September 1999.

The Board is taking the necessary steps to implement "Internal Control: Guidance for Directors on the Combined Code". The Board commenced with formal risk identification as part of the London Stock Exchange listing, which included the identification of the Group's objectives and business risks. This information was disclosed in the Company's listing particulars dated 19 July 2000.

The Board's objective is to establish a system throughout the Group whereby risks and related controls, and changes in risk and the management thereof, can be monitored on an ongoing basis by senior management and on a regular basis

by the Audit Committee and the Board. This process, including risk management workshops, interviews and focus groups, has already begun at Board level and will continue at a business unit level thereafter. The process also includes reporting to and review by the Audit Committee and Board on a predetermined, regular basis. The Board has changed its meeting agenda so that risk management and related internal control issues will be considered on a regular basis during the year. The necessary procedures are currently scheduled to be in place by the latter part of the year ended 30 September 2001.

Internal financial controls

The Board of Directors has overall responsibility for the Group's system of internal financial control and for reviewing its effectiveness. However, such a system can only provide reasonable and not absolute assurance against material misstatement or loss.

Key control procedures that are currently followed are as follows:

Financial information

The Group has a comprehensive system for reporting financial results to the Board. Weekly, each company reports order activity, turnover and cash position to the Group executive as well as an objective analysis of forecasts and business risks. On the first day of every month each managing director of a business unit provides commentary on the unit's preliminary results for the past month. Each business unit prepares historical results within seven days of the month end with a comparison against budget. The Group executive is responsible for reviewing the historical management accounts and considering these in the context of agreed quarterly and annual forecasts and the annual budget. The Group executive reports to the Board on a quarterly basis.

Quality and integrity of personnel

Attracting and retaining high-calibre personnel is a prime objective of the Group, and something to which the Directors regularly give attention. The Group's policies are detailed in the Group Policies and Procedures Manual. All operating business units are required to adhere to the Manual.

Business unit financial controls

Key controls over major business risks include reviews against performance indicators and exception reporting. The operating units make regular assessments of their exposure to major business risks and the extent to which these risks are controlled, which are considered during internal audit visits. Statutory boards control Asia, Australia, the United Kingdom, and these are being constituted for Europe, Africa and the United States. The business units are furthermore required to adhere to authority limits and guidelines.

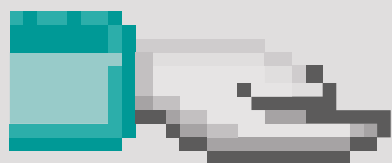
Computer systems




























































The Group has established controls and procedures over the security of data held on computer systems and has put comprehensive disaster recovery arrangements in place. These arrangements are tested regularly and reviewed by the Group's internal audit department.

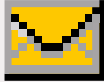
Controls over central functions

A number of the Group's key functions, including treasury and corporate finance, are dealt with centrally. Each of these functions has detailed procedures manuals and is required to report to the Board on a monthly basis. These central functions are also subject to self-assessment and visits by the Group's internal auditors.

In accordance with the Combined Code, the Board has conducted a review of effectiveness of the system of internal financial control from the date of listing to 30 September 2000 and has taken account of material developments which have taken place since the year end. The review, which was performed on the basis of the criteria set out in the Guidance for Directors "Internal Control and Financial Reporting" issued in December 1994, does not cover the period prior to listing as the Directors were, during that time, subject to the South African "Code of Corporate Practices and Conduct" as contained in the King Report. The "Code of Corporate Practices and Conduct" has been complied with in full during this period.



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FROM: BOARD OF DIRECTORS
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: REMUNERATION REPORT

The Remuneration Committee, consisting of Rory Scott and Dorian Wharton-Hood, formulates and agrees with the Board, a policy for the remuneration of senior executives and specific remuneration packages for each of the executive directors, including benefits, performance bonuses and share options.

Remuneration Policies

Levels of remuneration are set with the objective that high-quality executives are given incentives to encourage enhanced performance in order to achieve the objectives of the Company, and are rewarded for their contributions to the success of the Company in a fair and responsible manner.

The Committee considers what comparable companies are paying, choosing such companies with regard to turnover, market worth, performance and business sector. The Group's past remuneration practices are taken into consideration. The Committee has access to the advice of independent consultants, and bears in mind the interests of shareholders in determining remuneration. The ordinary remuneration of the directors shall not exceed £10 million per annum (equivalent to US\$15.4 million at the average exchange rate for the year), unless otherwise decided by the shareholders.

A substantial proportion of executive directors' remuneration is structured so as to link rewards to corporate and individual performance. Performance bonuses and share option awards are set with each individual executive having targets in order to achieve these bonuses and awards. These bonuses and options are not awarded in proportion to achievement targets, but only if the entire target has been achieved. The Group has applied this policy since its inception. Over-performance bonuses are paid to over-achievers at the discretion of the Remuneration Committee, based on recommendations by the Chief Executive.

The Remuneration Committee reviews each director's salary and remuneration annually.

Directors' Service Contracts

All of the executive directors have service contracts with the Company and in each case a three-month notice period is set, with the exception of the contract of Peter Harrison, who entered into a service agreement with Chernikeeff Networks on 9 July 1999, for a fixed term expiring on 30 April 2002, which is terminable by either party on six months' notice. If the agreement is terminated by the Company other than for cause prior to 30 April 2002, he is entitled to receive liquidated damages by way of a single lump sum payment of remuneration that would otherwise have been payable from termination to 31 October 2002.

Summary of Remuneration

The executive directors receive a basic salary, annual bonus, additional benefits, and are entitled to participate in the employee share schemes.

Salaries of Executive Directors

In setting salaries, the Remuneration Committee considers the Company's continued progress in its growth strategy and individual performance together with trends in the market sector in which the Company operates. These amounts include a total of not greater than US\$500,000 approved by the Remuneration Committee to be used to adjust the remuneration packages of certain directors who have taken on additional international duties including the fulfilment of the Group's global model and the regular interaction with investors and institutions. The affected directors are Jeremy Ord, Malcolm Rutherford, Bruce Watson, Peter Hird, Etienne Reinecke and Stephen Joubert.

Annual Bonus

The annual bonus is based on the achievement of short-term targets relevant to each executive director. The bonus may be up to 60% of the total cash package, but the actual award will depend on the directors' and the Group's performance against financial and strategic criteria reviewed by the Remuneration Committee in consultation with the Executive Chairman. The Remuneration Committee determines the bonus of the Executive Chairman.

Benefits

In addition to the salary set out above, each director is entitled to receive the following benefits:

1. Participation in the Dimension Data Group Provident Fund;
2. Provision to the director, any spouse and dependant children, of appropriate medical aid; and
3. Provision of death-in-service life cover paying a minimum of four times basic salary.

Provident Fund

Each executive director, with the exception of Peter Harrison, is a member of the Dimension Data Group Provident Fund, an approved Provident Fund which is a privately administered money purchase scheme. The object of the fund is to provide benefits as defined by the Fund for all employees or former employees or their dependants, upon the retirement of the employee on account of age or ill health. Dependants receive a cash lump sum of four times the member's annual salary on the death of the member in service. The Company contributes 5% to 20% of the member's monthly salary.

The Company also makes contributions on behalf of Richard Came, Jeremy Ord, Malcolm Rutherford and Bruce Watson to the Dimension Data Executive Provident Fund.

Share Option Scheme

There are two share option schemes: the Dimension Data Share Incentive Scheme (1987), and the Dimension Data Holdings plc Share Option Scheme 2000, which was adopted by the directors on 7 July 2000. In terms of the rules of both schemes, options are granted (under the 1987 scheme by the Board, under the 2000 scheme, by the Remuneration Committee) at market value on the date of the granting of the option, to employees and directors of Group companies, in most cases subject to performance conditions. If performance conditions are not met in full, the options lapse, or if exercised, the right to pay for and take delivery of the shares lapses on the first anniversary after grant. The options are exercisable immediately once granted, and at any time before the fifth anniversary of the date of grant. On exercise, the participant incurs an obligation to pay for the shares on the third anniversary of the exercise date, and by no later than the fifth anniversary of the date of grant, and it is only upon payment of the option price that shares are issued and registered in the name of the participant.

On 17 July 2000, having obtained the prior consent of the participants, the Board of Directors of Dimension Data Holdings Limited passed a resolution whereby the Dimension Data Share Incentive Scheme (1987) was amended so that one Dimension Data Holdings plc share would be issued for every one share which was the subject of an option or scheme share granted in terms of the 1987 scheme. The terms of that scheme remain in full force and effect with relation to options granted under that scheme. All further options will be granted in terms of the Share Option Scheme 2000.

Details of the directors' option holdings are set out in note 6(c) to the annual financial statements on page 76.

Employee Share Purchase Plan

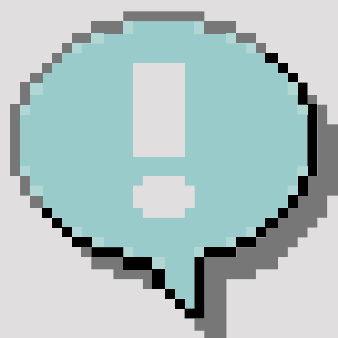
The Dimension Data Employee Share Ownership Trust was established as a discretionary trust for the benefit of the Group's employees. Before listing, and subject to the legislation of the countries in which Group companies are situated, employees advised the Company in writing if they intended to acquire shares in the Company. Based on this information, the Trustee entered into a loan agreement with the Company in terms of which it borrowed £5 million and subscribed for ordinary shares in the Global Offer at a value of £5.20 per share. These shares have been offered for sale and sold to employees of the Group according to their expressions of interest. Owing to restrictions in certain participating countries, the process of selling the shares has not yet been completed.

Remuneration of Non-Executive Directors

The remuneration of non-executive directors is a matter decided by the Board excluding the non-executive directors. Non-executive directors' fees are set with reference to comparable companies at market-related levels.

Directors' Individual Remuneration

Details of the individual remuneration, beneficial and non-beneficial shareholdings and share options of directors are given in notes 6(a), (b) and (c) to the annual financial statements on pages 75 and 76.



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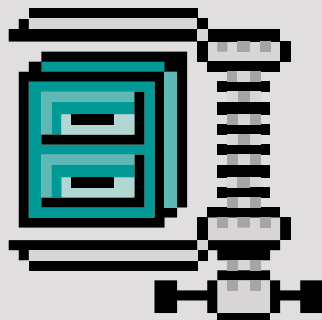



FROM: BOARD OF DIRECTORS
TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
SENT: 8 NOVEMBER 2000
SUBJECT: STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year and of the profit or loss of the Group for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



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FROM: BOARD OF DIRECTORS
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: FOUR-YEAR REVIEW

Four-Year Review

for the year ended 30 September

	2000	1999	1998	1997
	\$'000	\$'000	\$'000	\$'000
Turnover				
- Continuing operations	1,594,190	960,378	260,906	204,158
- Acquisitions	348,386	176,885	465,264	64,165
Group turnover	1,942,576	1,137,263	726,170	268,323
- Joint ventures	-	31,584	61,939	42,384
- Associates	33,922	38,280	3,050	71,390
Total turnover	1,976,498	1,207,127	791,159	382,097
Operating profit before goodwill amortisation				
- Continuing operations	182,460	100,651	41,537	24,952
- Acquisitions	27,890	28,366	29,402	7,253
Group operating profit	210,350	129,017	70,939	32,205
- Share of operating profit in joint ventures	-	492	5,523	4,901
- Share of operating profit in associates	1,999	3,854	(1,315)	1,695
Total operating profit before goodwill amortisation	212,349	133,363	75,147	38,801
Earnings attributable to shareholders before goodwill amortisation and exceptional items				
	143,838	80,482	49,072	29,889
Basic earnings before goodwill amortisation and exceptional items per share (US cents)				
	16.1	11.9	8.7	6.4
Weighted average number of ordinary shares ('000)	895,008	675,369	561,681	465,793
Net cash resources at year end				
	1,305,994	213,376	135,910	58,294

Four-Year Review (Continued)

Share price statistics

	2000	1999	1998	1997
Johannesburg Stock Exchange (SA cents per share)				
- Closing	6 680	2 385	2 390	1 950
- High	7 000	3 140	4 100	2 050
- Low	2 430	1 990	1 800	904
Number of shares in issue ('000)	1,158,090	686,862	567,532	474,272

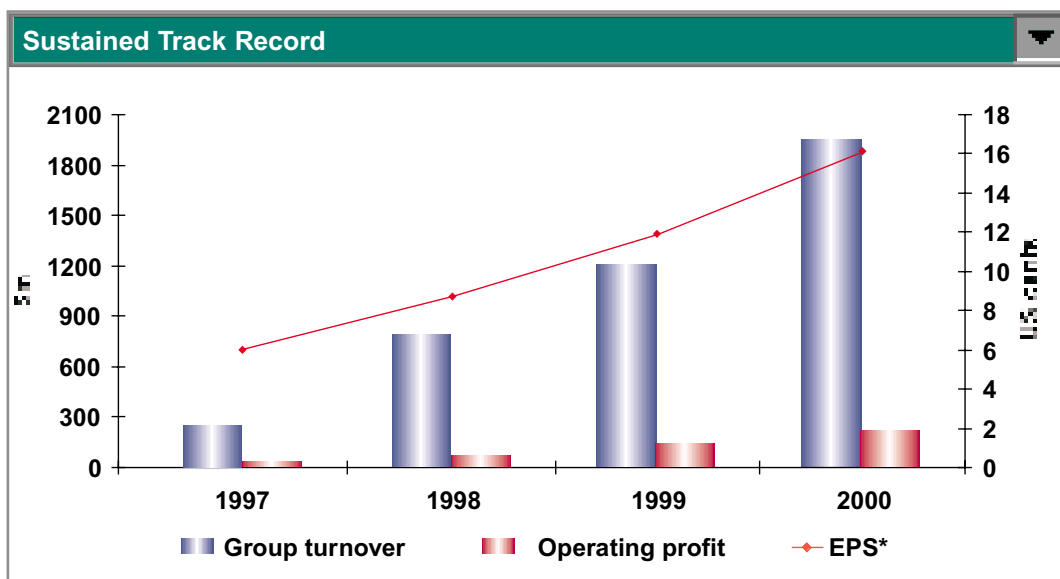
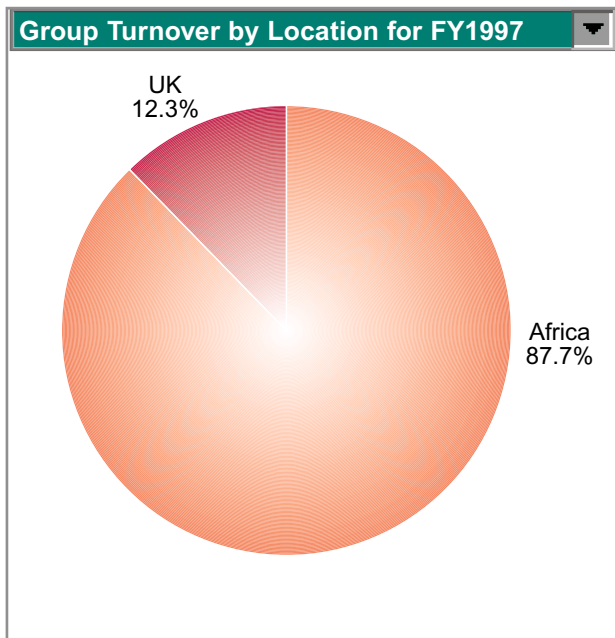
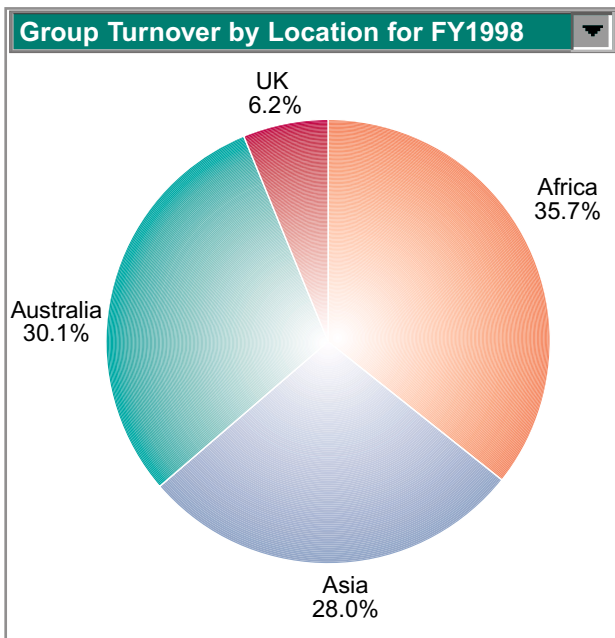
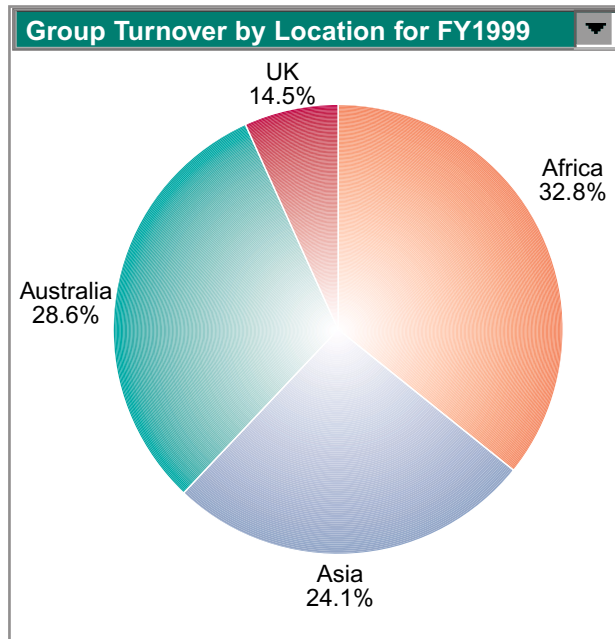
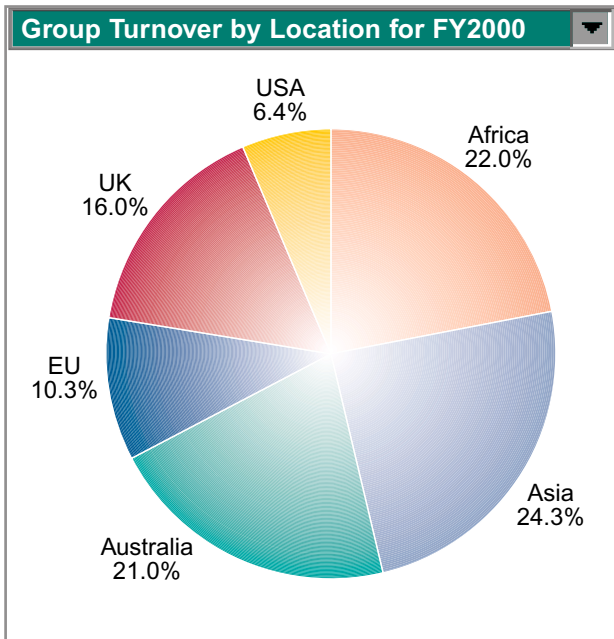
	2000	1999	1998	1997
London Stock Exchange (UK pence per share)*				
- Closing	627	N/A	N/A	N/A
- High	1 000	N/A	N/A	N/A
- Low	542	N/A	N/A	N/A
Number of shares in issue ('000)	1,158,090	N/A	N/A	N/A

Market capitalisation at year end

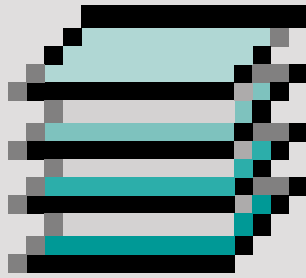
Johannesburg Stock Exchange	(R m)	77,360	16,381	13,564	9,248
London Stock Exchange	(£ m)	7,261	N/A	N/A	N/A
	(\$ m)	10,631	N/A	N/A	N/A























* As conditional trading in ordinary shares commenced on 19 July 2000, the high and low prices were measured over the period from 19 July 2000 to year end.

The statistics above relate to Dimension Data Holdings Ltd until 28 July 2000 and thereafter relate to Dimension Data Holdings plc.



* Basic earnings before goodwill amortisation and exceptional items per share



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FROM: BOARD OF DIRECTORS
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: SHAREHOLDER INFORMATION

Shareholders' Diary

Financial year end	30 September
Profit announcement	November 2000
Annual Report	Published December 2000
Annual General Meeting	15 February 2001
Interim profit announcement	May 2001

Dividend Policy

As stated in the Directors' Report, the Directors currently anticipate that all the available cash generated by the Group's business will be invested in the continued growth of the Group, and do not expect to declare a dividend for the current financial year.

Analysis of Ordinary Shareholders at 30 September 2000

Size of shareholding	Number of shareholders	Number of shares	Percentage of issued capital
1-1,000	10,537	2,276,414	0.20
1,001-5,000	2,127	4,318,435	0.37
5,001-10,000	370	2,524,076	0.22
10,001-25,000	371	5,762,781	0.50
25,001-50,000	213	7,587,647	0.66
50,001-100,000	167	11,987,283	1.04
100,001-250,000	162	25,643,322	2.21
250,001-500,000	83	29,161,404	2.52
500,001-1,000,000	69	49,270,686	4.25
Over 1,000,000	94	1,019,557,579	88.03
Total	14,193	1,158,089,627	100.00%

Share Price Performance on the LSE


























Month	High (UK pence)	Low (UK pence)	Close (UK pence)
July 2000	594	542	572
August 2000	681	551	681
September 2000	1 000	627	627

Substantial Interests

As at 30 September 2000 the Directors are aware of the following interests in 3% or more of the issued ordinary share capital of the Company:

Shareholder	Number of shares	Percentage of issued capital
Janus Capital Inc	95,105,891	8.21
Old Mutual Asset Management	94,786,389	8.18
Gensec Asset Management	84,299,302	7.28
Capital Group Companies Inc	82,099,819	7.09
Investec Asset Management	47,525,444	4.10
RMB Asset Management	41,032,043	3.54



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FROM: DIMENSION DATA
TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
SENT: 8 NOVEMBER 2000
SUBJECT: AUDITORS' REPORT

Auditors' Report to the Members of Dimension Data Holdings plc

We have audited the financial statements on pages 65 to 101 which have been prepared under the accounting policies set out on pages 69 to 71 .

Respective responsibilities of directors and auditors

The Company's directors are responsible for preparing the Annual Report, including as described on page 55, preparation of the financial statements which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established by statute, the Auditing Practices Board, the Listing Rules of the UK Listing Authority, and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law or the Listing Rules regarding directors' remuneration and transactions with the Company and other members of the Group is not disclosed.

We review whether the corporate governance statement on pages 47 to 49 reflects the Company's compliance with the seven provisions of the Combined Code specified for our review by the UK Listing Authority, and we report if it does not. We are not required to consider whether the Board's statement on internal control covers all risks and controls or form an opinion on the effectiveness of the Group's corporate governance procedures or its risk and control procedures.

We read the other information contained in the Annual Report, including the corporate governance statement, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

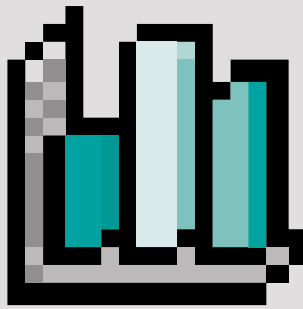
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

























Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 30 September 2000 and of the loss of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Chartered Accountants and Registered Auditors
Hill House
1 Little New Street
London EC4A 3TR
8 November 2000



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FROM: DIMENSION DATA
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: ANNUAL FINANCIAL STATEMENTS

Consolidated Profit and Loss Account

for the year ended 30 September 2000

	Note	2000 \$'000	1999 \$'000
Turnover			
Continuing operations		1,594,190	1,137,263
Acquisitions		348,386	-
Group turnover	3,4	1,942,576	1,137,263
Joint ventures		-	31,584
Associates		33,922	38,280
Total turnover		1,976,498	1,207,127
Operating profit before goodwill amortisation	3	210,350	129,017
Goodwill amortisation - continuing operations		(110,429)	(35,648)
Goodwill amortisation - acquisitions		(181,574)	-
Group operating (loss)/profit			
Continuing operations		72,031	93,369
Acquisitions		(153,684)	-
	3,4,5	(81,653)	93,369
Share of operating profit in			
Joint ventures		-	492
Associates		1,999	3,854
Total operating (loss)/profit		(79,654)	97,715
Exceptional items - continuing operations		(3,320)	23,088
Losses on termination of an operation	7	(7,195)	-
Profit on sale of fixed asset investments	7	3,875	23,088
(Loss)/profit on ordinary activities before interest		(82,974)	120,803
Investment income	8	4,179	5,846
Net interest receivable	9	28,097	11,566
(Loss)/profit on ordinary activities before taxation		(50,698)	138,215
Tax on (loss)/profit on ordinary activities	10	(67,044)	(44,751)
(Loss)/profit on ordinary activities after taxation		(117,742)	93,464
Equity minority interests		(33,743)	(25,542)
(Loss)/profit for the year		(151,485)	67,922

		US cents	US cents
Earnings/(loss) per share*			
Basic earnings before goodwill amortisation and exceptional items per ordinary share	11	16.1	11.9
Basic (loss)/earnings per ordinary share	11	(16.9)	10.1
Diluted earnings before goodwill amortisation and exceptional items per ordinary share	11	15.3	11.8
Diluted (loss)/earnings per ordinary share	11	(16.9)	10.0

* Prior year earnings per share has been adjusted for the current year capitalisation award.

There is no difference between the (loss)/profit on ordinary activities before taxation and the (loss)/profit for the years stated above, and their historical cost equivalents.

Consolidated Balance Sheet

as at 30 September 2000

	Note	2000 \$'000	1999 \$'000
Fixed assets			
Intangible assets	12	3,130,980	487,525
Tangible assets	13	97,470	71,725
Investments in associates	14	53,543	72,009
Other investments	14	24,945	2,461
		3,306,938	633,720
Current assets			
Stock	15	136,082	79,747
Debtors	16	645,120	335,802
Investments	17	18,822	52,500
Cash at bank and in hand		1,692,604	260,876
		2,492,628	728,925
Creditors: amounts falling due within one year (including convertible debentures)			
	18	(1,223,583)	(624,841)
Net current assets		1,269,045	104,084
Total assets less current liabilities		4,575,983	737,804
Provisions for liabilities and charges	20	(21,011)	-
Equity minority interests		(399,774)	(149,720)
Total net assets		4,155,198	588,084
Capital and reserves			
Called up share capital	21	11,656	9,785
Shares to be issued	22	80,732	5,183
Share premium account		3,841,141	73,087
Other reserves		260,737	385,671
Profit and loss account		(39,068)	114,358
Equity shareholders' funds		4,155,198	588,084

The financial statements were approved by the Board of Directors on 8 November 2000.

Jeremy Ord
Executive Chairman

Malcolm Rutherford
Group Financial Director

Consolidated Cash Flow Statement

for the year ended 30 September 2000

	Note	2000 \$'000	1999 \$'000
Net cash inflow from operating activities	23	95,385	78,898
Returns on investments and servicing of finance	24	32,152	17,412
Taxation	24	(48,793)	(31,285)
Capital expenditure and financial investment	24	(69,510)	(41,351)
Acquisitions and disposals	24	(191,622)	(72,816)
Cash outflow before use of liquid resources and financing		(182,388)	(49,142)
Management of liquid resources	24	33,678	(52,500)
Financing	24	1,590,124	165,711
Increase in cash in the year		1,441,414	64,069

Reconciliation of net cash flow to movement in net cash (Note 25)

Increase in cash in the year		1,441,414	64,069
Cash inflow from increase in debt		-	(100,000)
Cash (inflow)/outflow from (decrease)/increase in liquid resources		(33,678)	52,500
Change in net cash resulting from cash flows		1,407,736	16,569
Non-cash redemption of debentures		100	-
Non-cash movement in debt		(282,496)	-
Loans and finance leases acquired with subsidiaries		-	16,366
Translation difference		(32,722)	44,531
Movement in net cash for the year		1,092,618	77,466
Net cash at beginning of the year		213,376	135,910
Net cash at end of the year		1,305,994	213,376

Consolidated Statement of Movement of Reserves and Shareholders' Funds

	Issued share capital \$'000	Shares to be issued \$'000	Share premium account \$'000	Other reserves \$'000	Profit and loss account \$'000	Total \$'000
Balance at 1 October 1999	9,785	5,183	73,087	385,671	114,358	588,084
(Loss)/profit retained for the year						
- Group	-	-	-	-	(151,905)	(151,905)
- Share of associates	-	-	-	-	420	420
Currency adjustments	-	-	-	(126,875)	-	(126,875)
Shares issued	1,871	75,549	3,818,461	-	-	3,895,881
Share issue expenses	-	-	(50,407)	-	-	(50,407)
Transfers	-	-	-	1,941	(1,941)	-
Balance at 30 September 2000	11,656	80,732	3,841,141	260,737	(39,068)	4,155,198

Consolidated Statement of Total Recognised Gains and Losses

for the year ended 30 September 2000

	2000 \$'000	1999 \$'000
(Loss)/profit for the year	(151,485)	67,922
Currency translation differences on foreign currency net investments	(126,875)	42,068
Total recognised gains and losses relating to the year	(278,360)	109,990

1. Basis of Preparation

The Dimension Data Group ("the Group") comprises Dimension Data Holdings plc ("the Company") and its subsidiaries.

Accounting for the reorganisation of the Company and Dimension Data Holdings Ltd

Prior to 31 July 2000 the Company was a dormant company. On 31 July 2000 the subsidiaries and other entities held by Dimension Data Holdings Limited ("DDH Ltd") which comprised the South African operations of the Group were transferred to a newly incorporated South African holding company, Dimension Data Holdings South Africa (Proprietary) Limited ("DDH SA"). Simultaneously the whole of the ordinary share capital of DDH SA and the remainder of the assets and liabilities of DDH Ltd were transferred to the Company in exchange for shares in the Company on a one-for-one basis. Effective on the same date the whole of the issued share capital of the Company was "unbundled" to the DDH Ltd shareholders in compliance with South African unbundling legislation. The share capital of DDH Ltd was then reduced and cancelled under The South African Companies Act 1973, as amended, other than 100 ordinary shares, which were transferred to the Company. As a result of the above the Company is the ultimate holding company of the Group and owns, directly or indirectly, the whole of the businesses and assets of DDH Ltd.

The above transactions are accounted for as a Group reconstruction under merger accounting principles. The results and cash flows of the relevant entities are combined from the beginning of the year in which the merger occurred and their assets and liabilities combined at the amounts at which they were previously recorded.

Prior year comparatives

In accordance with merger accounting principles, the comparatives are presented as if the companies in the DDH Ltd Group had been owned and controlled by the Company throughout the year ended 30 September 1999.

2. Accounting Policies

Group accounting policies

The financial statements are prepared according to the historical cost convention and in accordance with accounting standards applicable in the United Kingdom.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries. The results of subsidiaries are included from the effective dates of acquisition until the effective dates of disposal. All significant intergroup transactions and balances have been eliminated on consolidation. Jointly controlled entities are accounted for by the gross equity method.

Turnover

Turnover comprises the aggregate amounts invoiced for the sale of goods and installation, maintenance and service revenue and does not include amounts invoiced under resale agreements or commission-based transactions.

Maintenance revenue and licence fees

Maintenance revenue and licence fees are brought to account over the relevant contract periods.

Research and development

Research and development costs are recognised as an expense in the period in which they are incurred.

Goodwill

Where an investment in a subsidiary, joint venture or associated company is made, any difference between the purchase price and the fair value of the attributable net assets is recognised as goodwill.

2. Accounting Policies (Continued)

The unamortised balance is reviewed on a regular basis and, if an impairment in value has occurred, it is written off in the period in which the circumstances have been determined.

Goodwill arising on acquisitions prior to 1 October 1998 was set off against reserves in the year of acquisition. Goodwill arising on acquisitions after 1 October 1998 is recognised within fixed assets in the year of acquisition.

Amortisation is calculated on a straight line basis so as to write off the goodwill over its economic life, depending on the nature of the acquisition for a period not exceeding seven years.

Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation.

Depreciation is provided on a straight line basis at rates considered appropriate to reduce their book values to estimated residual values over the useful lives of the assets.

The following rates are applied:

Leasehold improvements	over the lease term.
Computer and workshop equipment	20-33.33% per annum.
Motor vehicles	25% per annum.
Office furniture and equipment	10% per annum.

Associated companies

Associated companies are those companies, other than subsidiaries, over which the Group exercises significant influence and in which it holds a long-term equity interest. The results of these companies are accounted for by means of the equity method, from the date they became investees, whereby the Group's share of the associated companies' retained income is included in the consolidated income statement. Attributable earnings or losses, less dividends received, are included with the book value of the investment in the consolidated balance sheet.

Provision is made where there has been an impairment in the carrying value of the investment.

Investments

Investments other than investments in associates and joint ventures are reflected at the lower of cost and fair value in the balance sheet. Fair value for unquoted investments represents the Directors' valuation after taking into account any impairment. Fair value of quoted investments represents market value.

Accounting for foreign investments

The balance sheets of consolidated foreign subsidiaries, together with investments in overseas associated undertakings, are translated into US dollars at the rates of exchange ruling at the balance sheet date.

The results of overseas subsidiaries and associated undertakings are translated at the weighted average rates of exchange for the year.

The exchange differences arising on the retranslation of the opening net investment and profit for the financial year at the closing rate, are taken to reserves.

Stock

Stock is valued at the lower of the weighted average cost and net realisable value. Redundant and slow-moving stocks are identified and written down with regard to their estimated economic or realisable values.

2. Accounting Policies (Continued)

Deferred taxation

Deferred taxation is provided on all timing differences arising from the different treatment of items for accounting and taxation purposes that are expected to reverse in the foreseeable future.

Deferred tax is calculated at the rates at which the expected tax will arise.

Foreign currency transactions

Transactions denominated in foreign currencies are translated into the functional currencies at the rates of exchange on the dates of the transactions or, if hedged, at the rates of exchange under the related forward exchange contracts.

Assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the end of the financial year, or if hedged, at the forward contract rates.

The exchange differences are taken to the profit and loss account.

Acquisitions

On the acquisition of a business, including an interest in an associated undertaking, fair values are attributed to the Group's share of net separable assets. Where the cost of acquisition exceeds the fair values attributable to such net assets, the difference is treated as purchased goodwill and, following the implementation of FRS 10, is capitalised in the Group balance sheet in the year of acquisition.

The results and cash flows relating to a business are included in the consolidated profit and loss account and the consolidated cash flow statement from the date of acquisition.

Operating leases

Rentals are charged to the profit and loss account in equal annual amounts over the lease term.

Pensions and other post-retirement benefits

Pension costs in the profit and loss account comprise contributions payable to the Group's various defined contribution schemes.

Reporting currency

As permitted by UK Company law, the Group reports in US dollars, the currency in which a significant amount of its business is conducted and which is now regarded as its functional currency.

3. Segmental Analysis

3(a) By Class of Business

Turnover

	2000 \$'000	1999 \$'000
Network Services	1,613,428	925,238
i-Commerce	318,944	211,467
Protocol	2,707	-
Investment holding and management	7,497	558
Group turnover	1,942,576	1,137,263

Operating (loss)/profit

	2000 \$'000	1999 \$'000
Network Services	166,183	95,702
i-Commerce	44,223	25,713
Protocol	2,449	-
Investment holding and management	(2,505)	7,602
Operating profit before goodwill amortisation	210,350	129,017
Goodwill amortisation	(292,003)	(35,648)
Operating (loss)/profit	(81,653)	93,369

Net assets

	2000 \$'000	1999 \$'000
Network Services	3,050,200	698,036
i-Commerce	148,624	59,614
Protocol	10,211	-
Investment holding and management	1,721,180	80,154
Net operating assets	4,930,215	837,804
Debentures and loan notes	(375,243)	(100,000)
Minority interests	(399,774)	(149,720)
Total net assets	4,155,198	588,084

Net operating assets by class of business include the unamortised balance of goodwill. The goodwill has been allocated to the class of business of the underlying entity as follows:

Network Services 2000: US\$3,092 million (1999: US\$460 million), i-Commerce 2000: US\$29.6 million (1999: US\$17.8 million) and Investment Holding and Management 2000: US\$9.4 million (1999: US\$9.7 million).

3. Segmental Analysis (Continued)

3(b) By Location

Turnover

	2000	1999
	\$'000	\$'000
Africa	426,835	371,933
Asia	472,209	274,485
Australia	408,731	325,546
Continental Europe	199,252	-
United Kingdom	311,126	165,299
United States	124,423	-
Group turnover	1,942,576	1,137,263

Operating (loss)/profit

	2000	1999
	\$'000	\$'000
Africa	85,647	71,022
Asia	46,442	26,366
Australia	22,489	13,797
Continental Europe	16,487	-
United Kingdom	30,051	17,832
United States	9,234	-
Operating profit before goodwill amortisation	210,350	129,017
Goodwill amortisation	(292,003)	(35,648)
Operating (loss)/profit	(81,653)	93,369

Protocol's turnover and operating profit are included within the Africa region. Investment Holding and Management's turnover and operating (loss)/profit are allocated based on the entity's location which is predominantly in Africa.

Net assets

	2000	1999
	\$'000	\$'000
Africa	303,362	288,126
Asia	468,772	102,512
Australia	394,735	233,392
Continental Europe	2,101,673	-
United Kingdom	1,561,344	213,774
United States	100,329	-
Net operating assets	4,930,215	837,804
Debentures and loan notes	(375,243)	(100,000)
Minority interests	(399,774)	(149,720)
Total net assets	4,155,198	588,084

Net operating assets by location include the unamortised balance of goodwill. The goodwill has been allocated to the location of the underlying entity as follows:

Africa 2000: US\$200 million (1999: US\$193.9 million), Asia 2000: US\$69.4 million (1999: US\$-3.8 million), Australia 2000: US\$311 million (1999: US\$197.6 million), Continental Europe 2000: US\$2,073 million (1999: Nil), United Kingdom 2000: US\$373 million (1999: US\$99.8 million) and United States 2000: US\$104.6 million (1999: Nil).

4. Analysis of Continuing Operations and Acquisitions

	Continuing Acquisitions		2000	1999
	\$'000	\$'000	Total \$'000	Total \$'000
Group turnover	1,594,190	348,386	1,942,576	1,137,263
Cost of sales	(1,090,796)	(263,253)	(1,354,049)	(732,227)
Gross profit	503,394	85,133	588,527	405,036
Administrative expenses (including amortisation of goodwill)	(431,363)	(238,817)	(670,180)	(311,667)
Operating (loss)/profit	72,031	(153,684)	(81,653)	93,369

5. Operating (Loss)/Profit

	2000 \$'000	1999 \$'000
Operating (loss)/profit is after charging		
Depreciation		
Owned assets	39,168	23,075
Leased assets	84	424
	39,252	23,499
Goodwill amortisation	292,003	35,648
Loss on sale of tangible fixed assets	1,480	125
Rentals under operating leases		
Hire of plant and machinery	3,413	1,833
Other operating leases	13,297	10,603
Research and development	386	103
Auditors' remuneration		
Audit fees	1,580	846
Other services	384	235

Fees amounting to US\$3.6 million were paid to the auditors in respect of the reorganisation of the Group and the simultaneous admission to the Official List and trading on the London Stock Exchange. These fees were capitalised as part of the overall costs of forming the Group.

6. Information Regarding Directors and Employees

6(a) Directors' Remuneration

	Directors fees \$'000	Travel allowance \$'000	Basic salary \$'000	Retirement and other benefits \$'000	Additional salary \$'000	Bonus \$'000	2000 Total \$'000	1999 Total \$'000
RDS Came	6	5	174	21	20	265	491	395
DA Frankel	-	-	-	-	-	44	44	99
PR Harrison	-	-	256	68	-	-	324	65
PGT Hird	6	5	232	19	55	309	626	389
SM Joubert	6	2	150	11	40	228	437	325
RC Mansfield	-	-	-	-	-	-	-	-
JJ Ord	6	7	269	39	115	618	1,054	726
PK Quarmby	6	2	173	12	10	254	457	376
E Reinecke	6	2	125	3	40	191	367	219
MT Rutherford	6	5	183	30	65	368	657	395
RM Scott	11	-	-	4	-	56	71	55
DS Smyth	6	2	154	8	-	154	324	231
RKC Taylor	6	2	144	31	10	257	450	357
GH Waddell	-	-	-	-	-	-	-	-
B Watson	6	5	221	29	75	394	730	519
PD Wharton-Hood	6	-	-	-	-	6	12	5
	77	37	2,081	275	430	3,144	6,044	4,156

During the year, with the consent of the Remuneration Committee, the Company incurred expenses on behalf of D Smyth totalling US\$149,000 which are to be set off against his total remuneration package. No interest has been charged on this amount.

The remuneration disclosed above for the year ended 30 September 2000 relates to remuneration received as directors of Dimension Data Holdings Limited until 31 July 2000 and thereafter as directors of Dimension Data Holdings plc.

The remuneration disclosed above for the year ended 30 September 1999 relates to remuneration received as directors of Dimension Data Holdings Limited.

6(b) Directors' Interests in Ordinary Shares

	30 September 2000			Date of appointment		
	Non-Beneficial	Beneficial	Total	Non-Beneficial	Beneficial	Total
RDS Came	3,389,906	-	3,389,906	3,357,726	32,180	3,389,906
DA Frankel	2,417,020	-	2,417,020	2,487,020	-	2,487,020
PR Harrison	2,683,194	3,553,196	6,236,390	1,955,644	2,098,095	4,053,739
PGT Hird	-	5,000,946	5,000,946	-	5,000,946	5,000,946
SM Joubert	-	34,934	34,934	-	34,934	34,934
RC Mansfield	-	-	-	-	-	-
JJ Ord	-	8,679,733	8,679,733	-	8,679,733	8,679,733
PK Quarmby	-	509,730	509,730	-	509,730	509,730
E Reinecke	-	857,190	857,190	-	872,190	872,190
MT Rutherford	-	3,608,844	3,608,844	-	3,608,844	3,608,844
RM Scott	588,305	-	588,305	588,305	-	588,305
DS Smyth	-	5,993	5,993	-	5,993	5,993
RKC Taylor	-	1,357,842	1,357,842	-	1,357,842	1,357,842
GH Waddell	7,581	-	7,581	7,581	-	7,581
B Watson	-	2,609,208	2,609,208	-	2,609,208	2,609,208
PD Wharton-Hood	18,188	-	18,188	18,188	-	18,188

6. Information Regarding Directors and Employees (Continued)

6(c) Directors' Share Options

	Options held beginning of year	Granted during the year	Weighted average price - granted (Rand)	Exercised and paid	Options held at year end	Weighted average price - closing (Rand)	Gain on options exercised \$'000	Latest expiry date
RDS Came	4,372,863	806,584	24.30	1,431,000	3,748,447	21.91	2,991	10/2004
DA Frankel	265,250	-	-	250	265,000	22.00	1	10/2004
PR Harrison	-	-	-	-	-	-	-	-
PGT Hird	5,690,091	1,024,774	25.15	1,951,000	4,763,865	22.02	4,078	5/2005
SM Joubert	3,259,363	662,551	24.30	361,000	3,560,914	21.79	755	10/2004
RC Mansfield	18,500	29,000	53.52	1,000	46,500	41.14	2	7/2005
JJ Ord	7,818,000	2,222,222	24.30	2,336,000	7,704,222	22.24	4,883	10/2004
PK Quarmbly	2,410,545	766,255	24.30	501,000	2,675,800	22.68	1,047	10/2004
E Reinecke	2,207,818	518,519	24.30	401,000	2,325,337	21.79	838	10/2004
MT Rutherford	4,347,363	864,198	24.30	1,431,000	3,780,561	21.96	2,991	10/2004
RM Scott	368,161	80,658	32.73	151,000	297,819	21.39	316	7/2005
DS Smyth	1,963,181	432,098	24.30	1,000	2,394,279	20.84	2	10/2004
RKC Taylor	2,936,727	720,164	24.30	801,000	2,855,891	22.32	1,674	10/2004
GH Waddell	-	20,000	55.40	-	20,000	55.40	-	7/2005
B Watson	5,174,863	1,106,173	24.30	1,626,000	4,655,036	22.05	3,399	10/2004
PD Wharton-Hood	-	30,000	55.40	-	30,000	55.40	-	7/2005

Participants in the Share Option Scheme are entitled to exercise their options immediately after grant. A participant who has exercised an option before the third anniversary of the grant of the option must defer payment of the option exercise price. Under these circumstances, the participant incurs a liability to the Company, the settlement of which is conditional upon the participant remaining in the employ of the Company.

For share price performance see Four-Year Review on page 58.

6. Information Regarding Directors and Employees (Continued)

6(d) Information Regarding Employees

	2000	1999
Average number of persons employed by the Group at the end of the year:		
Class of business:		
Network Services	5,925	4,484
i-Commerce	4,305	3,259
Protocol	5	-
Investment holding and management	38	24
	10,273	7,767

	2000	1999
Location:		
Africa	3,823	3,133
Asia	1,267	1,099
Australia	1,201	998
Continental Europe	951	-
United Kingdom	2,767	2,537
United States	264	-
	10,273	7,767

The amounts for 1999 above represent the number of employees at the end of the year.

	2000 \$'000	1999 \$'000
Staff costs incurred during the year in respect of these employees were:		
Wages and salaries	290,681	190,548
Social security costs	18,643	-
Other pension costs	9,528	5,689
	318,852	196,237

7. Exceptional Items

	2000 \$'000	1999 \$'000
Provision for closure costs in respect of the communications division of GK Communications	(7,195)	-
Profit on sale of fixed asset investments	3,875	23,088
Loss on disposal of Utimaco	(7,160)	-
Profit on disposal of Silverline	7,582	-
Profit on disposal of I-Net Bridge	3,453	-
	(3,320)	23,088

8. Investment Income

	2000 \$'000	1999 \$'000
Preference share dividends	3,072	5,846
Quoted investments	605	-
Other	502	-
	4,179	5,846

9. Net Interest Receivable

	2000	1999
	\$'000	\$'000
Interest receivable	41,863	15,785
Interest payable	(13,766)	(4,219)
Debentures	(7,839)	(1,943)
Bank overdraft and other borrowings	(5,927)	(2,276)
Net interest receivable	28,097	11,566

10. Tax on (Loss)/Profit on Ordinary Activities

		2000	1999
		\$'000	\$'000
Payable in respect of the current year	- UK corporation tax	9,894	6,383
	- Foreign	54,864	34,530
Change in deferred taxation		-	3,745
Share of associates' taxation		276	-
Tax on exceptional items		51	-
Withholding taxes		1,924	-
Adjustments to prior years' tax provision		35	93
		67,044	44,751

11. Earnings/(Loss) per Ordinary Share

	2000	1999
	\$'000	\$'000
(Loss)/profit for the year	(151,485)	67,922
Basic (loss)/earnings attributable to ordinary shareholders	(151,485)	67,922
Goodwill amortisation	292,003	35,648
Basic earnings before goodwill amortisation attributable to ordinary shareholders	140,518	103,570
Exceptional items	3,320	(23,088)
Basic earnings before goodwill amortisation and exceptional items	143,838	80,482
(Loss)/profit for the year	(151,485)	67,922
Debenture interest *	-	1,943
Diluted (loss)/earnings attributable to ordinary shareholders	(151,485)	69,865
Goodwill amortisation	292,003	35,648
Diluted earnings before goodwill amortisation attributable to ordinary shareholders	140,518	105,513
Exceptional items	3,320	(23,088)
Diluted earnings before goodwill amortisation and exceptional items	143,838	82,425
(Loss)/profit on ordinary activities before interest and exceptional items	(79,654)	97,715
Depreciation	39,252	23,499
Goodwill amortisation	292,003	35,648
Adjusted basic and diluted earnings attributable to ordinary shareholders	251,601	156,862
Weighted average number of ordinary shares ('000)	895,008	675,369
Dilutive share options	46,941	16,985
Convertible debentures	-	4,975
Adjusted weighted average number of ordinary shares ('000)	941,949	697,329
Earnings/(loss) per share (US cents) **		
Basic earnings before goodwill amortisation and exceptional items per ordinary share	16.1	11.9
Basic (loss)/earnings per ordinary share	(16.9)	10.1
Basic earnings before goodwill amortisation per ordinary share	15.7	15.3
Diluted earnings before goodwill amortisation and exceptional items per ordinary share	15.3	11.8
Diluted (loss)/earnings per ordinary share	(16.9)	10.0
Adjusted basic earnings per ordinary share	28.1	23.2
Adjusted diluted earnings per ordinary share	26.7	22.5

* Debenture interest amounting to US\$7.8 million has been excluded from the calculation of diluted (loss)/earnings as it is anti-dilutive.

** Prior year weighted average number of ordinary shares and earnings per share have been adjusted for the current year capitalisation award.

12. Intangible Fixed Assets: Goodwill

	2000 \$'000	1999 \$'000
Cost		
At beginning of the year	523,173	-
Acquisitions during the year	2,937,315	523,173
Other movements	(1,857)	-
Cost at end of the year	3,458,631	523,173
Accumulated amortisation		
At beginning of the year	(35,648)	-
Charge for the year	(292,003)	(35,648)
At end of the year	(327,651)	(35,648)
Net carrying value at the end of the year		
	3,130,980	487,525

13. Tangible Fixed Assets

	Leasehold land, buildings and improvements \$'000	Computer and workshop equipment \$'000	Motor vehicles \$'000	Office furniture and equipment \$'000	Total \$'000
Cost					
At 1 October 1999	7,401	83,964	1,051	25,635	118,051
Foreign exchange translation differences	(288)	(16,729)	(171)	(4,473)	(21,661)
Transfers and other movements	(2,716)	11,718	673	6,827	16,502
Additions	-	60,249	179	12,116	72,544
Subsidiaries acquired	586	4,964	13	3,830	9,393
Disposals	-	(13,048)	(174)	(2,365)	(15,587)
At 30 September 2000	4,983	131,118	1,571	41,570	179,242
Accumulated depreciation					
At 1 October 1999	(1,975)	(34,854)	(303)	(9,194)	(46,326)
Foreign exchange translation differences	70	8,692	111	2,339	11,212
Charge for the year	(610)	(30,390)	(257)	(7,995)	(39,252)
Transfers and other movements	1,406	(11,718)	(673)	(6,827)	(17,812)
Disposals	-	9,811	115	480	10,406
At 30 September 2000	(1,109)	(58,459)	(1,007)	(21,197)	(81,772)
Net book value					
30 September 1999	5,426	49,110	748	16,441	71,725
30 September 2000	3,874	72,659	564	20,373	97,470

14. Investments Held as Fixed Assets

Investments in associates

	2000	1999
	\$'000	\$'000
The carrying value consists of:		
Unquoted - share of net assets	48,059	66,884
Loans, less provisions	5,484	5,125
	53,543	72,009

Directors' values

Unquoted	61,000	100,000
Loans, less provisions	5,484	5,125
	66,484	105,125

Analysis of movements in investments in associates

Opening balance for the year	72,009	10,875
Acquired	2,342	56,397
Share of balance of undistributed earnings	420	3,854
Disposals	(9,019)	(440)
Currency movements	(12,209)	(442)
Other reserve movements and transfers	-	1,765
Balance at end of the year	53,543	72,009

Further details of associates are included in Note 36.

Other investments

	2000	1999
	\$'000	\$'000
Quoted	3,504	-
Unquoted	21,441	2,461
	24,945	2,461
Market value of quoted investments	3,504	-

Included above is an amount of US\$9.2 million which represents an investment in Paracon Holdings Limited, a company listed on the JSE. A cash payment of US\$9.2 million is due to be paid whereupon shares representing a 25% equity holding in Paracon will be issued. Approval for the transaction has been received from the Competitions Board.

The investments held by Protocol are accounted for on an investment basis i.e. revenue is recognised to the extent of dividends received. This income is disclosed in operating profit. Protocol's subsidiary companies, IS Fax (Pty) Ltd, High Average Low Interactive (Pty) Ltd and X-Plor Telecoms (Pty) Ltd, have not been consolidated as they are held for resale.

15. Stock

	2000	1999
	\$'000	\$'000
Resale and demonstration	125,494	61,964
Work-in-progress	5,204	6,148
Maintenance	5,384	11,635
	136,082	79,747

16. Debtors

	2000	1999
	\$'000	\$'000
Amounts falling due within one year:		
Trade debtors	501,406	296,237
Other debtors	94,565	32,180
Prepayments and accrued income	49,149	7,385
	645,120	335,802

17. Investments Held as Current Assets

	2000	1999
	\$'000	\$'000
Cumulative redeemable preference shares		
- Coronation Holdings Limited	8,904	44,167
- Rand Merchant Bank Holdings Limited	6,849	8,333
Deposits	3,069	-
	18,822	52,500

During the year to 30 September 2000, preference shares of US\$33.3 million in Coronation Holdings Limited were redeemed. The remaining preference shares are redeemable with a one-year notice period at the option of the holder. Dividends are payable semi-annually on 30 April and 1 November and are calculated at 65% of the South African prime overdraft rate.

The preference shares held in Rand Merchant Bank Holdings Limited are redeemable on 30 November 2000. Dividends are payable semi-annually on 31 March and 30 September and are calculated at 61.75% of the South African prime overdraft rate.

The bank deposits are short-term cash deposits earning interest at inter-bank linked rates.

18. Creditors: Amounts Falling Due within One Year

	2000	1999
	\$'000	\$'000
Bank loans and overdrafts	30,189	-
Debentures	99,900	100,000
Guaranteed loan notes	275,343	-
Other loans	11,378	3,247
Trade creditors	327,329	171,007
Taxation and social security	66,927	26,428
Other creditors	111,662	52,505
Accruals and deferred income	160,335	165,143
Deferred consideration	140,520	106,511
	1,223,583	624,841

The terms of the debentures and guaranteed loan notes are set out in Note 19.

19. Terms of Debentures and Loan Notes

During the 1999 year 100,000 guaranteed convertible debentures of US\$1,000 each were issued to investors to finance the acquisition of 49.99% of Chernikeeff Networks Limited.

In the year to 30 September 2000, 100 guaranteed convertible debentures of US\$1,000 each were converted into 19,716 ordinary shares.

As a result of the reorganisation, it has been necessary to make certain arrangements in relation to the convertible debentures. Dimension Data Commerce Centre Ltd has agreed to be substituted for Dimension Data Holdings Ltd as the guarantor of the convertible debentures and a conditional supplementary trust deed for the convertible debentures has been entered into under which the entitlement to convert their debentures into shares in Dimension Data Holdings Ltd has been replaced with an entitlement to convert their debentures into an equivalent number of shares in the Company.

The debentures bear interest at a rate of 7.75% payable semi-annually in equal instalments in arrears on 30 June and 31 December. The remaining debenture holders have the right to convert the debentures into 19,696,989 ordinary shares having a par value of 1 US cent at any time on and after 18 August 1999 to the seventh day prior to 31 December 2002. The issuer may at any time after 15 January 2001 redeem all of the outstanding debentures at an early redemption amount, provided that the average closing price has been at least 130% of the conversion price for a 30-day period. Failing earlier redemptions or conversions, all outstanding debentures will be redeemed at 105% of their principal amount on 31 December 2002.

£188 million (US\$275.3 million) guaranteed loan notes were issued in August 2000 as part consideration for the acquisition of 50.01% of Chernikeeff Networks Ltd. The loan notes are guaranteed by Citibank who are holding £188 million (US\$275.3 million) cash collateral as security. Encashment of the loan notes by the holder is permitted on 60-day notice on or after 31 March 2001 and they will remain in existence (if not redeemed earlier) until 30 April 2008. Interest is payable quarterly at three month LIBOR rates less 0.75%.

20. Provisions for Liabilities and Charges

	2000 \$'000
Balance at 1 October 1999	-
Reclassification from creditors	4,369
Currency movements	(837)
Release to the profit and loss account	(7,921)
Subsidiaries acquired less disposed	25,400
Balance at 30 September 2000	21,011

Provisions include fair value provisions on the acquisition of subsidiaries amounting to US\$15.3 million and warranty provisions amounting to US\$4.4 million. The fair value provisions are expected to be utilised against liabilities identified at the time of the acquisitions.

No amounts of deferred taxation are provided. Timing differences unprovided in the accounts are as follows:

	2000 \$'000	1999 \$'000
Provisions	(4,862)	5,999
Deferred income	-	3,120
Prepayments	-	(1,284)
Assets	(78,309)	(20)
Trademarks	-	1,871
Losses	(23,282)	-
Other	121	(853)
Potential deferred tax (asset)/liability	(106,332)	8,833

21. Called Up Share Capital

	Number of shares 2000	\$'000 2000	Number of shares 1999	\$'000 1999
Authorised:				
Deferred shares of £1 each	50,000	75	50,000	75
Ordinary shares of 1 US cent each	2,000,000,000	20,000	2,000,000,000	20,000
		20,075		20,075
Called up, allotted and fully paid:				
Deferred shares of £1 each	50,000	75	50,000	75
Ordinary shares of 1 US cent each	1,158,089,627	11,581	970,973,856	9,710
		11,656		9,785

Ordinary shares issued during the year ended 30 September 2000	Number	Nominal Value \$'000
Opening balance	970,973,856	9,710
Global Offer	184,614,870	1,846
Acquisitions	2,182,651	22
Employee share option scheme	318,250	3
	1,158,089,627	11,581

The share capital disclosed for 1999 has been calculated from the transactions that created the Group in July 2000. In July 2000 184,614,870 ordinary shares were issued in terms of the Global Offer at a price of 520p per share (equivalent to 779 US cents per share).

2,182,651 ordinary shares were issued as part consideration for the acquisition of 50.01% in Chernikeeff Networks Ltd at a price of 550p per share (equivalent to 826 US cents per share).

318,250 ordinary shares were issued in terms of the Share Option Scheme, for a total consideration of US\$6 million. The terms of the deferred shares appear in the Directors' Report on page 43.

Employee Share Schemes	2000	1999
Number of options outstanding		
Opening balance	66,717,041	70,838,900
Granted	43,696,429	28,360,026
Exercised and paid	(7,986,050)	(29,516,317)
Lapsed	(6,235,014)	(2,965,568)
Closing balance	96,192,406	66,717,041

Prior to the Company's listing on the LSE, options related to shares in Dimension Data Holdings Ltd. Subsequent to the listing the options were varied to enable participants to acquire shares in the Company in place of Dimension Data Holdings Ltd.

21. Called Up Share Capital (Continued)

Options outstanding at year end	Expiry date	Number of share options	
		2000	1999
At R1.85	-	-	80,000
At R2.03	-	-	80,000
At R3.05	-	-	230,000
At R3.10	02/10/2000	9,000	464,500
At R7.15	12/08/2001	20,000	46,950
At R9.04	01/10/2001	759,900	6,966,850
At R9.06	-	-	500,000
At R13.10	28/02/2002	10,000	10,000
At R14.00	01/04/2002	117,500	555,000
At R14.50	-	-	20,000
At R15.20	-	-	70,000
At R16.00	04/06/2002	85,000	45,000
At R16.60	-	-	10,000
At R17.20	-	-	120,000
At R17.40	28/10/2002	20,000	20,000
At R17.95	29/07/2002	132,500	212,500
At R18.00	11/08/2002	3,250	4,800
At R18.65	12/01/2003	3,020,000	3,020,000
At R18.70	20/08/2002	30,000	30,000
At R19.50	08/09/2003	94,000	104,500
At R19.60	01/10/2002	23,660,725	24,666,725
At R20.50	01/01/2003	10,000	-
At R20.75	05/01/2003	1,582,000	2,052,000
At R22.00	01/10/2003	23,746,356	24,888,453
At R22.70	01/09/2003	220,000	230,000
At R22.80	12/08/2004	60,000	-
At R23.35	08/08/2004	600,000	600,000
At R23.70	20/08/2004	150,000	150,000
At R24.00	17/05/2004	7,415,000	10,000
At R24.10	12/10/2003	509,913	571,313
At R24.30	01/10/2004	30,535,899	-
At R25.00	10/02/2003	10,000	10,000
At R25.05	01/03/2004	55,000	-
At R25.10	29/08/2003	355,000	360,000
At R25.20	13/02/2003	73,000	87,500
At R25.30	05/01/2004	6,500	-
At R25.50	05/11/2003	85,000	85,000
At R25.90	07/05/2004	40,000	-
At R26.00	20/02/2003	30,000	20,000
At R26.10	07/09/2004	35,000	-
At R27.00	12/02/2004	42,500	65,000
At R27.40	31/03/2004	178,200	199,200
At R27.80	01/04/2004	30,000	-
At R28.10	20/04/2004	10,000	10,000
At R29.20	01/11/2004	30,000	-
At R29.80	03/11/2004	70,000	-
At R31.80	03/07/2003	3,000	-
At R32.00	03/06/2003	3,000	6,000
At R32.10	03/12/2004	20,000	-
At R32.80	01/07/2003	106,250	113,750
At R33.75	07/12/2004	30,000	-
At R35.10	03/04/2003	2,000	2,000
At R38.00	15/12/2004	172,940	-
At R38.50	17/04/2005	497,500	-
At R39.00	14/12/2004	5,000	-
At R41.80	31/01/2005	29,000	-
At R43.50	03/05/2005	329,793	-
At R44.00	14/04/2005	145,736	-
At R44.80	01/02/2005	10,000	-
At R44.95	25/04/2005	40,000	-
At R46.00	10/05/2005	40,000	-
At R46.10	23/02/2005	60,000	-
At R46.20	11/05/2005	5,000	-
At R47.00	29/05/2005	40,000	-
At R48.35	01/06/2005	269,044	-
At R48.65	22/05/2005	370,400	-
At R51.20	06/04/2005	2,000	-
At R51.80	05/06/2005	20,000	-
At R55.40	14/07/2005	115,000	-
At R58.10	31/03/2005	5,000	-
At R60.10	01/03/2005	5,500	-
At R62.00	28/02/2005	10,000	-
At R63.30	08/03/2005	15,000	-
		96,192,406	66,717,041

22. Shares to be Issued

	2000 \$'000
Balance at 1 October 1999	5,183
Arising on current acquisitions	75,549
Balance at 30 September 2000	80,732

Shares to be issued represent deferred purchase consideration on acquisitions, which will be settled through the issue of shares. Certain of these payments will only be made if the relevant profit warranties are fulfilled. The amounts owing are interest free and the majority will be settled in the next financial year.

Deferred purchase consideration, which in terms of the purchase agreements may be paid in cash or shares at the discretion of the purchaser, is disclosed as deferred consideration in Note 18.

23. Reconciliation of Operating (Loss)/Profit to Net Cash Inflow from Operating Activities

	2000 \$'000	1999 \$'000
Operating (loss)/profit	(81,653)	93,369
Depreciation	39,252	23,499
Goodwill amortisation	292,003	35,648
Loss on sale of tangible fixed assets	1,480	125
Increase in stock	(38,194)	(21,496)
Increase in debtors	(108,389)	(103,211)
(Decrease)/increase in creditors	(9,114)	50,964
Net cash inflow from operating activities	95,385	78,898

24. Analysis of Cash Flows for Heading Netted in the Cash Flow Statement

	Note	2000 \$'000	1999 \$'000
Returns on investments and servicing of finance			
Interest and other investment income received		28,391	11,566
Dividends received		3,761	5,846
		32,152	17,412
Taxation			
Reconciliation to taxation paid:			
Taxation charge		(66,716)	(49,030)
Movement in taxation payable		25,732	17,493
Taxation acquired with subsidiaries		(7,809)	252
		(48,793)	(31,285)
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets		(72,544)	(50,025)
Receipts from sales of fixed assets		3,228	10,595
Purchase of fixed asset investments		(13,333)	(1,921)
Sale of fixed asset investments		13,139	-
		(69,510)	(41,351)
Acquisitions and disposals			
Purchase of subsidiary undertakings	26	(227,776)	(40,182)
Net cash/(debt) acquired with subsidiaries	26	26,018	(11,838)
Purchase of associates		(2,342)	(55,541)
Sale of associates and joint ventures		12,478	34,745
		(191,622)	(72,816)
Management of liquid resources			
Sale/(purchase) of current asset investments		33,678	(52,500)
		33,678	(52,500)
Financing			
Issue of ordinary share capital		1,385,955	24,729
New borrowings		-	100,000
Repayment of borrowings		-	(16,366)
Equity raised from minority shareholders		204,169	57,348
		1,590,124	165,711

25. Analysis of Debt

	At 1 October 1999 \$'000	Cash flow \$'000	Other non-cash changes \$'000	Exchange movements \$'000	At 30 September 2000 \$'000
Cash at bank and in hand	260,876	1,471,603	-	(39,875)	1,692,604
Bank overdraft	-	(30,189)	-	-	(30,189)
	260,876	1,441,414	-	(39,875)	1,662,415
Debt due within one year	(100,000)	-	(282,396)	7,153	(375,243)
Short term investments	52,500	(33,678)	-	-	18,822
Total	213,376	1,407,736	(282,396)	(32,722)	1,305,994

26. Acquisitions

	2000 \$'000
Net assets/(liabilities) acquired:	
Tangible fixed assets	9,393
Investments	21,086
Stock	18,141
Debtors	202,560
Cash at bank and in hand	26,018
Creditors	(154,581)
Taxation	(7,809)
Minority interests	18,763
	133,571
Goodwill	2,937,315
	3,070,886
Satisfied by:	
- Shares allotted	2,344,545
- Loan notes secured by cash deposit	282,496
- Cash	227,776
Deferred consideration	
- Cash	140,520
- Shares	75,549
	3,070,886

	European network division of Comparex Holdings Limited \$'000	Other \$'000	Total \$'000
Net assets/(liabilities) acquired:			
Tangible fixed assets	5,815	3,578	9,393
Investments	21,086	-	21,086
Stock	8,607	9,534	18,141
Debtors	176,232	26,328	202,560
Cash at bank and in hand	19,662	6,356	26,018
Creditors	(112,633)	(41,948)	(154,581)
Taxation	(6,767)	(1,042)	(7,809)
Minority interests	-	18,763	18,763
	112,002	21,569	133,571
Goodwill	2,207,479	729,836	2,937,315
	2,319,481	751,405	3,070,886
Satisfied by:			
- Shares allotted	2,319,481	25,064	2,344,545
- Loan notes secured by cash deposit	-	282,496	282,496
- Cash	-	227,776	227,776
Deferred consideration			
- Cash	-	140,520	140,520
- Shares	-	75,549	75,549
	2,319,481	751,405	3,070,886
Percentage purchased	100%		
Effective date of acquisition	29 February 2000		

26. Acquisitions (Continued)

Other acquisitions include the following:

Name	% acquired	Date of acquisition	Total consideration \$'000
RE/COM Group Inc	80%	1 October 1999	26,670
Data Comm Systems Inc	80%	1 April 2000	20,720
Daily Business Products Inc, trading as Integrated Systems Group	100%	1 June 2000	67,005
Chernikeeff Networks Ltd	50.01%*	1 August 2000	322,194
Com Tech Communications Pty Ltd (Australia)	24.5%**	1 August 2000	151,902
GK Communications Group	14.3%***	1 August 2000	3,164
Other			159,750
			751,405

* to increase shareholding from 49.99% to 100%

** to increase shareholding from 75.5% to 100%

*** to increase shareholding from 85.7% to 100%

Further details of these acquisitions appear in the Directors' Report on pages 41 and 42.

All the above acquisitions were accounted for on the acquisition basis. No fair value adjustments were made for the "other" acquisitions above but any necessary adjustments to fair values will be made in the next financial year.

The following table explains the provisional adjustments made to the book value of the major categories of assets and liabilities acquired to arrive at the fair value included in the consolidated financial statements at the date of acquisition in respect of Comparex Networks. If further adjustments are found to be necessary, they will be made in the next financial year.

Comparex Networks

Fair value adjustments

	Book amount \$'000	Revaluation \$'000	Fair value to the Group \$'000
Net assets/(liabilities) acquired:			
Tangible fixed assets	5,843	(28)	5,815
Investments	21,086	-	21,086
Stock	29,316	(20,709)	8,607
Debtors	183,825	(7,593)	176,232
Cash at bank and in hand	22,286	(2,624)	19,662
Creditors	(89,086)	(23,547)	(112,633)
Taxation	(14,248)	7,481	(6,767)
	159,022	(47,020)	112,002
Goodwill			2,207,479
			2,319,481
Satisfied by shares allotted			2,319,481

26. Acquisitions (Continued)

Selected UK GAAP financial information of Comparex Networks is as follows:

	1 June 1999 to 29 February 2000 \$'000	1 June 1998 to 31 May 1999 \$'000
Turnover	278,467	372,178
Operating loss	(22,683)	(4,662)
Loss before taxation	(19,594)	(10,954)
Taxation	569	1,944
Loss after taxation	(19,025)	(9,010)
Equity minority interests	-	(391)
Loss for the financial period/year	(19,025)	(9,401)
Dividend paid	(2,155)	(21,485)
Retained loss for the period/year	(21,180)	(30,886)
Statement of recognised gains and losses		
Loss for the period/year	(19,025)	(9,401)
Currency translation differences on foreign currency net investments	27,796	44,046
Total recognised gain for the period/year	8,771	34,645

27. Operating Lease Commitments

At the end of the year the Group was committed to making the following payments in respect of operating leases:

	2000 \$'000	1999 \$'000
Within one year	18,605	11,584
Within two to five years	64,415	43,507
After five years	25,343	24,331
	108,363	79,422

28. Financial Instruments

The Group's funding, liquidity and exposure to interest rate and foreign exchange rate risks are managed by the Group's treasury operations. Treasury operations are conducted within a framework of policies and guidelines authorised by the Board. The Group uses derivative instruments for risk management purposes only, and these are transacted by specialist treasury personnel. The internal control environment is reviewed regularly.

The Group hedges its transactional foreign exchange rate risk, using forward exchange contracts. The gain or loss on the hedge is recognised at the same time as the underlying transaction.

Credit risk: a large number of major international financial institutions are counterparties to the foreign exchange contracts and deposits transacted by the Group. The Group continually monitors its position and the credit ratings of its counterparties and credit exposure to each counterpart.

Speculative use of financial instruments or derivatives is not permitted and none has occurred during any period presented.

The Group has transactional currency exposures arising from sales or purchases by an operating unit in currencies other than the unit's functional currency. Under the Group's foreign exchange policy, such transaction exposures are hedged once they are known mainly through the use of forward foreign exchange contracts.

Short-term debtors and creditors have been omitted from all disclosures.

28(a) Maturity Profile of Financial Liabilities

30 September 2000

	Bank borrowings, debentures and loan notes \$'000	Other \$'000	Total \$'000
Within one year or less or on demand	405,432	140,520	545,952
Gross financial liabilities	405,432	140,520	545,952

30 September 1999

	Bank borrowings and debentures \$'000	Other \$'000	Total \$'000
Within one year or less or on demand	100,000	106,511	206,511
Gross financial liabilities	100,000	106,511	206,511

Included in the US\$405.4 million are guaranteed convertible debentures of US\$99.9 million (1999:US\$100 million) and loan notes of US\$275.3 million (1999: Nil), the terms of which are detailed in Note 19.

The amount in Other relates to deferred consideration in respect of acquisitions where the Company has the option of paying cash or shares and is disclosed in Note 18.

28. Financial Instruments (Continued)

28(b) Interest Rate Profile

The interest rate and currency profiles of the Group's financial liabilities are as follows:

Financial liabilities

Currency	Fixed rate financial liabilities \$'000	Floating rate financial liabilities \$'000	Non- interest bearing financial liabilities \$'000	Total \$'000
At 30 September 2000				
US dollars	99,900	15,961	67,990	183,851
Sterling	-	275,343	1,486	276,829
Australian dollars	-	-	67,718	67,718
South African rand	-	-	2,607	2,607
Euro	-	14,228	719	14,947
Gross financial liabilities	99,900	305,532	140,520	545,952
At 30 September 1999				
US dollars	100,000	-	25,743	125,743
South African rand	-	-	17,994	17,994
Euro	-	-	62,774	62,774
Gross financial liabilities	100,000	-	106,511	206,511

The fixed rate financial liability relates to the US dollar guaranteed convertible debentures, which bear interest at 7.75%, as detailed in Note 19.

The non-interest bearing financial liabilities relate to deferred consideration in respect of acquisitions which will be paid in either cash or shares at the discretion of the purchaser. Such amounts are all due for settlement on demand or within one year of the balance sheet date.

Floating rate balances relate to bank loans and overdrafts and loan notes. Interest is based on the relevant inter-bank rate.

Financial assets

Currency	Fixed rate financial assets \$'000	Floating rate financial assets \$'000	Equity investments \$'000	Total \$'000
At 30 September 2000				
Sterling	-	435,990	-	435,990
US dollars	274,702	867,116	-	1,141,818
South African rand	-	92,878	20,006	112,884
Australian dollars	-	26,989	47	27,036
Euro	-	12,188	4,892	17,080
Swedish krona	-	1,563	-	1,563
Gross financial assets	274,702	1,436,724	24,945	1,736,371
At 30 September 1999				
Sterling	-	1,632	-	1,632
US dollars	-	140,757	-	140,757
South African rand	-	133,332	2,412	135,744
Australian dollars	-	37,508	49	37,557
Euro	-	147	-	147
Gross financial assets	-	313,376	2,461	315,837

28. Financial Instruments (Continued)

28(b) Interest Rate Profile (Continued)

The fixed rate financial assets attract interest at a weighted average rate of 6.56%.

Floating rate financial assets comprise cash at bank and in hand, preference shares and deposits. Interest on floating rate bank deposits is based on the relevant inter-bank rate.

Dividends on cumulative redeemable preference shares are linked to the South African prime overdraft rate as detailed in Note 17.

The equity investments are both quoted and unquoted equities, as detailed in Note 14.

28(c) Fair Values of Financial Assets and Liabilities

Primary financial instruments held or issued to finance the Group's operations	Carrying amount	
	2000 \$'000	1999 \$'000
Current investments	18,822	52,500
Other investments	24,945	2,461
Cash resources	1,692,604	260,876
Gross financial assets	1,736,371	315,837

Primary financial instruments held or issued to finance the Group's operations	Estimated fair value	
	2000 \$'000	1999 \$'000
Current investments	19,567	53,270
Other investments	24,945	2,461
Cash resources	1,692,604	260,876
Gross financial assets	1,737,116	316,607

Primary financial instruments held or issued to finance the Group's operations	Carrying amount	
	2000 \$'000	1999 \$'000
Overdrafts	30,189	-
Deferred consideration	140,520	106,511
Loan notes	275,343	-
Guaranteed convertible debentures	99,900	100,000
Gross financial liabilities	545,952	206,511

Primary financial instruments held or issued to finance the Group's operations	Estimated fair value	
	2000 \$'000	1999 \$'000
Overdrafts	30,189	-
Deferred consideration	140,520	106,511
Loan notes	275,343	-
Guaranteed convertible debentures	180,241	87,398
Gross financial liabilities	626,293	193,909

Derivative financial instruments held to manage the Group's currency profile	Unrealised gains/(losses)		Estimated face value	
	2000 \$'000	1999 \$'000	2000 \$'000	1999 \$'000
Sterling	(19)	-	56	632
US dollars	696	142	41,174	18,945
Euro	(11)	-	134	1,745
Swedish krona	(6)	-	774	333
Forward exchange contracts	660	142	42,138	21,655

The carrying value of derivative financial instruments at each year end is nil.

The Group has entered into certain forward exchange contracts which do not relate to specific items appearing in the balance sheet. These contracts were entered into to cover foreign commitments not yet due. Market values have been used to determine the fair values of these forward exchange contracts.

28. Financial Instruments (Continued)

28(d) Hedging

The Group's policy is to hedge all transactional currency exposure, and currency exposure on future expected purchases using forward currency contracts.

Gains and losses on instruments used for hedging are not recognised until the exposure that is being hedged is itself recognised.

There were no speculative positions in foreign currencies at the year ends, and there were no material gains or losses from such positions for any period presented.

The Group enters into forward exchange contracts to eliminate the currency exposure arising on sales and purchases denominated in foreign currencies as soon as there is a firm contractual commitment. It also uses interest rate swaps to manage its interest rate profile.

An analysis of the unrecognised gains and losses is as follows:

	Gains \$'000	Losses \$'000	Total net gains/ (losses) \$'000
Unrecognised gains and losses on hedges at 1 October 1999	142	-	142
Gains and losses arising in previous years that were recognised this year	(142)	-	(142)
Gains and losses arising before 1 October 1999 that were not recognised in the year	-	-	-
Gains and losses arising in the year to 30 September 2000 that were not recognised in that year	696	(36)	660
Unrecognised gains and losses on hedges at 30 September 2000 expected to be recognised in the year to 30 September 2001	696	(36)	660

28(e) Currency Profile

The main functional currency of the Group is the US dollar, being the currency in which the majority of purchases are denominated and to which most of the selling prices are linked. Other major currencies are the South African rand, sterling, Australian dollar, Singapore dollar and various European currencies now participating in the Euro. Monetary assets and liabilities are hedged and therefore there are no transactional exposures which would give rise to net currency gains or losses in the profit and loss account.

29. Pension Schemes

In most countries, the employing company provides either defined contribution or insured retirement plans to their employees. The relevant company, and in some cases the employees, pay regular contributions to the plans. Once contributions are made, the relevant company has no liability in respect of these plans.

Employees in France, Japan and Korea are entitled to lump sum termination indemnity payments upon leaving. Provisions have been established in respect of these liabilities in Korea and France.

30. Related Party Transactions

Related parties are entities with common direct or indirect shareholders and/or directors. The principal shareholders of the Group are listed on page 61. The Group and its subsidiaries, in the ordinary course of business, enter into various sales, purchase, service and investment transactions with associates and others in which the Group has an interest. These transactions are under terms that are no less favourable than those arranged with third parties.

Significant related party transactions are detailed below:

30(a) Transactions with Directors

- Peter Harrison is a Director of Dimension Data Holdings plc. He and his family interests were the vendors of the outstanding 50.01% of Chernikoeff Networks which was purchased effective 1 August 2000. They received a total consideration of £200 million (US\$300.5 million) which was settled by the issue of guaranteed loan notes amounting to £188 million (US\$282.5 million) and the issue of 2,182,651 Dimension Data Holdings plc shares. Details of the loan notes appear in notes 18 and 19.
- A Director of the Company, Richard Came, placed money on deposit with the Company in the course of the year. A total amount of US\$249,000 was paid to him in interest. The balance at year end was US dollar nil.
- A Director of the Company, Bruce Watson, placed money on deposit with the Company in the course of the year. A total amount of US\$34,000 was paid to him in interest. The balance at the end of the year was US dollar nil.

30(b) Transactions with Shareholders

- An amount of US\$11.7 million was received as interest on the option granted to Nedcor Bank Ltd.
- An amount of US\$1.6 million was paid to Nedcor Bank Ltd in respect of a loan to the Group.

31. Contingencies

	2000 \$'000	1999 \$'000
Guarantees	1,481	-
Contract performance	7,760	-
Commitments in respect of capital investments	9,491	-
	18,732	-

Worldwide African Investment Holdings (Pty) Ltd ("WAIH") has the option to put up to 51% of its shareholding in Plessey (Pty) Ltd ("Plessey") to Dimension Data Holdings plc within the period commencing 1 October 2000 and terminating on the date occurring 30 days after the audited financial statements of Plessey for the year ending 30 September 2000 are made available to both Dimension Data and WAIH. WAIH shall have a further option to put all or the balance of its shares in Plessey to Dimension Data. Such later option to commence on 1 October 2002 and to terminate on the date 30 days after the audited financial statements of Plessey for the year ending 30 September 2002 are made available to both Dimension Data and WAIH.

32. Capital Commitments

	2000 \$'000	1999 \$'000
Authorised, contracted for	21,331	-
Authorised but not yet contracted	14,130	46,566
	35,461	46,566

33. Commitments

The following conditional transactions were announced prior to 30 September 2000:

33(a) The Internet Solution

On 28 June 2000 an announcement was made of an agreement between Nedcor, Old Mutual and Dimension Data pursuant to which Nedcor and Old Mutual have each agreed to acquire 20% of The Internet Solution from Dimension Data Holdings.

33(b) Acquisition of Nedcor Interests in Dimension Data's non-South African subsidiaries

On 20 September 2000 the Company and together with its subsidiaries, the Group, announced that it has entered into an agreement with Nedcor Bank Limited and certain of its subsidiaries (collectively "Nedcor"):

- initially for the increase of Nedcor's shareholding in Dimension Data International Limited ("DDIL") by 5% pursuant to an option granted to Nedcor; and
- thereafter for the acquisition by the Company of Nedcor's entire 25.1% shareholding in DDIL (the "Nedcor Shares") and loans by Nedcor in respect of various acquisitions by the Group (together the "Nedcor interests") in consideration of the issue by the Company to Nedcor of 103,134,329 new ordinary shares (representing 8.2% of the enlarged issued share capital of the Company) and a gross payment in cash of R1,800 million (which is the equivalent of £170 million or US\$250 million) which will be offset by balances of R1,101 million (which is the equivalent of £104 million or US\$153 million) owed by Nedcor to the Group.

The parties have agreed that, subject to the relevant regulatory authorities, the effective date of the transaction shall be deemed to be the date of the Extraordinary General Meeting at which the shareholders approved the transaction, which date was 20 October 2000.

33(c) TimeBridge Technologies Inc

On 27 September 2000 the Company announced that, subject to due diligence and certain other conditions, it had agreed to acquire 100% of TimeBridge Technologies Inc, a leading Maryland-based network services and e-business solutions provider, for approximately US\$135 million. This will comprise an initial cash payment of US\$67.5 million with the remainder deferred over two years dependent on the achievement of profit targets.

34. Subsequent Events

On 18 October 2000 the Company announced the acquisition of NetPartner AG, a leading Zürich-based network integration company. The purchase consideration, to be satisfied in cash, amounts to a maximum of approximately US\$12 million, of which US\$4.9 million has already been settled. The remainder will be settled over the next two years depending on the achievement of profit targets.

35. Financial Statements of Dimension Data plc

Profit of parent

As permitted by section 230 of the Companies Act 1985, the profit and loss account is not presented as part of these accounts.

Balance sheet as at 30 September 2000

	Note	2000 \$'000
Fixed assets		
Investment in subsidiaries	(a)	4,080,910
		4,080,910
Debtors	(b)	10,541
Cash at bank and in hand		68,504
Creditors: amounts falling due within one year	(c)	(312,612)
Net current liabilities		(233,567)
Total net assets		3,847,343
Capital and reserves		
Called up share capital	(d),(e)	11,656
Share premium account	(e)	3,841,141
Other reserves	(e)	(1,635)
Profit and loss account	(e)	(3,819)
Equity shareholders' funds		3,847,343

The Company was incorporated on 28 January 1999 under the name of Hackplimco (No. Sixty-Five) plc with shareholders' funds of £2 and current assets of £2. The name of the Company was changed to Dimension Data Holdings plc on 11 February 1999. The Company was dormant within the meaning of section 250 of the Companies Act 1985 throughout the period from incorporation to 30 September 1999.

Note

(a) Investment in subsidiaries represents the acquisition of the investments in Spectrum Holdings Inc, Dimension Data Holdings South Africa (Pty) Ltd and the preference share in Dimension Data Commerce Centre Ltd.

(b) Debtors

	2000 \$'000
Dividends receivable	2,055
Other debtors	8,486
	10,541

(c) Creditors: Amounts falling due within one year

	2000 \$'000
Guaranteed loan notes	275,343
Amounts owed to subsidiary undertakings	25,094
Other creditors	5,617
Accruals and deferred income	4,632
Deferred consideration	1,926
	312,612

35. Financial Statements of Dimension Data Holdings plc (Continued)

(d) Called up share capital

	Number of shares 2000	\$'000 2000	Number of shares 1999	\$'000 1999
Authorised:				
Deferred shares of £1 each	50,000	75	-	-
Ordinary shares of 1 US cent each (1999 - £1 each)	2,000,000,000	20,000	50,000	75
		20,075		75
Called up, allotted and fully paid:				
Deferred shares of £1 each	50,000	75	-	-
Ordinary shares of 1 US cent each (1999 - £1 each)	1,158,089,627	11,581	2	-
		11,656		-

During the year the Company issued 970,973,856 ordinary shares (US\$9.7 million) in exchange for the shares of DDH Ltd. 49,998 ordinary shares of £1 each were issued for a consideration of £49,998. These shares were subsequently redesignated to deferred shares. On 28 June 2000 the authorised share capital was increased by US\$20 million by the creation of 2 billion ordinary shares of 1 US cent each.

184,614,870 ordinary shares were issued in terms of the Global Offer at a price of 520p per share (equivalent to 779 US cents per share).

2,182,651 ordinary shares were issued as part consideration for the acquisition of 50.01% of Chernikeeff Networks Ltd.

318,250 ordinary shares were issued in terms of the Share Option Scheme.

The terms of the deferred shares appear in the Directors' Report on page 43.

(e) Statement of movement in shareholders' funds and movement of reserves

	Issued share capital \$'000	Share premium account \$'000	Other reserves \$'000	Profit and loss account \$'000	Total \$'000
Balance at 1 October 1999	-	-	-	-	-
Loss for the financial year	-	-	-	(3,819)	(3,819)
Currency adjustment	-	-	(1,635)	-	(1,635)
Shares issued	11,656	3,841,141	-	-	3,852,797
Balance at 30 September 2000	11,656	3,841,141	(1,635)	(3,819)	3,847,343

36. Principal Subsidiaries and Associates

Subsidiary undertakings

Name	Country of incorporation/ registration and operation	Activity	Effective interest 2000 %
Advanced Infrastructure Management (Pty) Ltd	South Africa	Network Services	100
BSW Holdings Ltd	South Africa	i-Commerce	100
Chernikoeff Networks Ltd	United Kingdom	Network Services	89.9
CIM Software Applications (Pty) Ltd	South Africa	Network Services	100
Com Tech Communications Pty Ltd	Australia	Network Services	84.8
Comtech Holding SA	Belgium	Investment Holding and Management	79.9
Configure8 (Pty) Ltd	South Africa	Network Services	80
Conscripti (Pty) Ltd	South Africa	i-Commerce	80
Daily Business Products Inc (trading as Integrated Systems Group)	United States of America	Network Services	100
Data Communications Information Services (Pty) Ltd	South Africa	Investment Holding and Management	100
Data Integration Systems Ltd	United Kingdom	Investment Holding and Management	100
Datacraft (Pty) Ltd	Australia	Network Services	79.9
Datacraft Asia Holdings Ltd	Bermuda	Investment Holding and Management	79.9
Datacraft Asia Limited	Singapore	Network Services	40
Didata Inc.	United States of America	Network Services	80
Didata Networking (Pty) Ltd	South Africa	Network Services	100
Dimension Data (Pty) Ltd	South Africa	Network Services	100
Dimension Data (US) Inc	United States of America	Investment Holding and Management	100
Dimension Data (US) II Inc	United States of America	Investment Holding and Management	100
Dimension Data Africa (Pty) Ltd	South Africa	Network Services	100
Dimension Data Australia Pty Ltd	Australia	Investment Holding and Management	79.9
Dimension Data Australian Holdings SA	Belgium	Investment Holding and Management	79.9
Dimension Data Belgium SA	Belgium	Network Services	79.9
Dimension Data Botswana (Pty) Ltd	Botswana	Network Services	100
Dimension Data Commerce Centre Ltd	Isle of Man	Network Services	100
Dimension Data Consulting (Pty) Ltd	South Africa	Network Services	100
Dimension Data Deutschland Holdings GmbH	Germany	Investment Holding and Management	79.9
Dimension Data España SL	Spain	Network Services	79.9
Dimension Data Finance Centre Ltd	Isle of Man	Investment Holding and Management	79.9
Dimension Data France SA	France	Network Services	79.9
Dimension Data Germany AG & Co	Germany	Network Services	79.9
Dimension Data Holdings France SA	France	Investment Holding and Management	79.9
Dimension Data Holdings Ltd	South Africa	Investment Holding and Management	100
Dimension Data Holdings Nederland BV	Netherlands	Investment Holding and Management	79.9
Dimension Data Holdings SA	Belgium	Investment Holding and Management	79.9
Dimension Data Holdings South Africa (Pty) Ltd	South Africa	Investment Holding and Management	100
Dimension Data i-Commerce (Pty) Ltd	South Africa	i-Commerce	100

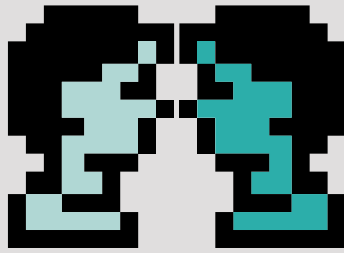
36. Principal Subsidiaries and Associates
























Subsidiary undertakings (Continued)

Name	Country of incorporation/ registration and operation	Activity	Effective interest 2000 %
Dimension Data International Ltd	Malta	Investment Holding and Management	79.9
Dimension Data Italia SRL	Italy	Network Services	79.9
Dimension Data Legal Services (Pty) Ltd	South Africa	Network Services	100
Dimension Data Luxembourg SA	Luxembourg	Network Services	79.9
Dimension Data Management Services (Pty) Ltd	South Africa	Investment Holding and Management	100
Dimension Data Namibia (Pty) Ltd	Namibia	Network Services	100
Dimension Data Nederland BV	Netherlands	Network Services	79.9
Dimension Data Silverline (Pty) Ltd	South Africa	i-Commerce	100
Dimension Data Sverige AB	Sweden	Network Services	79.9
Dimension Data Switzerland SA	Switzerland	Network Services	79.9
Dimension Data Verwaltungs AG	Germany	Network Services	79.9
Dimension Data Verwaltungs GmbH	Germany	Investment Holding and Management	79.9
DNS Group (Pty) Ltd	South Africa	Network Services	100
GK Communications Group Ltd	United Kingdom	Network Services	82.8
Howper 266 Ltd	United Kingdom	Investment Holding and Management	100
Insight Customer Satisfaction (Pty) Ltd	South Africa	i-Commerce	80
Integrated Solutions Group Inc	United States of America	Network Services	100
Nomea International SA	France	Network Services	79.9
Plessey Communications Systems (Pty) Ltd	South Africa	Network Services	100
Plessey Corporation Ltd	South Africa	Investment Holding and Management	100
Plessey South Africa Ltd	South Africa	Investment Holding and Management	100
Plessey Systems (Pty) Ltd	South Africa	Network Services	100
Protocol Venture Capital (Pty) Ltd	South Africa	Protocol	100
SNS Consultants (Pty) Ltd	South Africa	Network Services	100
Spectrum Holdings Inc	British Virgin Islands	Investment Holding and Management	100
SPL Ltd	South Africa	i-Commerce	100
TCO Holdings Ltd	South Africa	Network Services	100
The Internet Solution (Pty) Ltd	South Africa	Network Services	100
The Merchants Group Ltd	United Kingdom	i-Commerce	100
The Merchants Group South Africa (Pty) Ltd	South Africa	i-Commerce	100
UK (IT) Dimension Data Limited	United Kingdom	Network Services	79.9
Wynberg Executive Travel (Epsom Downs) (Pty) Ltd	South Africa	Investment Holding and Management	50

Associated undertakings

Name	Country of incorporation/ registration and operation	Activity	Effective interest 2000 %
International Centre for Management Development (Pty) Ltd	South Africa	Virtual Business School	25
Linx Holdings (Pty) Ltd	South Africa	Network Services	33.3
Plessey (Pty) Ltd	South Africa	Telecommunications System Integrator	49
The Oval Advertising & Promotions Company (Pty) Ltd	South Africa	Corporate Marketing and Advertising	33.3



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FROM: BOARD OF DIRECTORS
TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
SENT: 8 NOVEMBER 2000
SUBJECT: EMPLOYMENT EQUITY REPORT

Dimension Data Holdings South Africa (Pty) Ltd ("Dimension Data SA") submitted its Employment Equity Report and Plan to the Department of Labour on 1 June 2000.

The report has been acknowledged by the Department of Labour.

The statement of intent of Dimension Data SA's Employment Equity Policy is to address imbalances in the composition of the present and future internal labour force with regard to race and gender by means of the Employment Equity Plan, for a period of time until the staff composition of Dimension Data SA represents the targets as set out in the Employment Equity Plan.

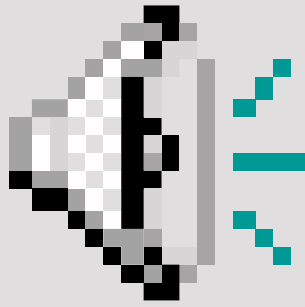
A further commitment of Dimension Data SA is not to unfairly discriminate on the basis of, *inter alia*, race, colour, culture, ethnic or social origin, gender, disability, sexual orientation, age, religion or political affiliation.































































Dimension Data SA continues to strive to achieve a non-discriminatory organisational culture and structure including non-discriminatory practices and initiatives.

Each South African division within the Dimension Data SA Group of Companies, has prepared its own Employment Equity Report and Plan having regard to the various internal requirements of each of the divisions.

The information technology industry in South Africa, of which Dimension Data SA is part, has a predominately white male work force, particularly in the categories of management, professional and technical employees.

Dimension Data SA is committed to increase the percentage of designated group individuals within each of the aforementioned categories in order to obtain a more balanced composition within the work force by the end of the initial five-year period.



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FROM: BOARD OF DIRECTORS
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: NOTICE OF ANNUAL GENERAL MEETING

Notice of Annual General Meeting of Dimension Data Holdings plc

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of Dimension Data Holdings plc will be held at Wanderers, Dimension Data Oval, 1 Meadowbrook Lane, Epsom Downs, Sandton, South Africa at 17h00 (South African time), (15h00 London time) on 15 February 2001 to transact the following business:

Ordinary business:

1. To receive and adopt the annual financial statements comprising the consolidated financial statements of the Dimension Data Group and the annual financial statements of Dimension Data Holdings plc incorporated therein, and the reports of the directors and the auditors for the year ended 30 September 2000.
2. To re-elect as a director Richard Donald Selkirk Came who is retiring by rotation.
3. To re-elect as a director Ettienne Reinecke who is retiring by rotation.
4. To re-elect as a director Robert Keith Carden Taylor who is retiring by rotation.
5. To re-elect as a non-executive director Robert Cecil Mansfield who is retiring by rotation.
6. To re-elect as a non-executive director Gordon Herbert Waddell who is retiring by rotation.
7. To elect as a director Dirk Alexander Ackerman.
8. To re-appoint Deloitte & Touche as auditors of the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the directors to fix the remuneration of the auditors.

Special business:

To consider and, if thought fit, pass the following two resolutions as ordinary resolutions:

9. That for the purpose of Rule 4.2 of the Rules of The Dimension Data Holdings plc Share Option Scheme 2000 (the "Scheme") the limit of ordinary shares which may be allocated or in respect of which options may be granted under the Scheme during the year without further shareholder approval shall be 5% of the ordinary share capital of the Company in issue from time to time.
10. That the Rules of the Dimension Data Holdings plc Share Option Scheme 2000 ("the Scheme") be amended so that with effect as of 7 November 2000, a grant of share options to a participant will vest in percentages of 25% per annum over four years, the first 25% vesting on the first anniversary of the date of grant, and thereafter for the following three years on the anniversary of the date of grant, provided that any performance conditions which have been set, have been met in full. Following the exercise of an option, that portion of the option price which is attributable to vested shares will be payable on vesting, and that the Directors be authorised to make any additional consequential amendments to the Scheme which they consider necessary or desirable to implement the proposed changes.

To consider and, if thought fit, pass the following two resolutions as special resolutions:

11. That the authority conferred on the directors pursuant to Article 10.2 of the Company's Articles of Association to allot relevant securities be renewed until the date of the Company's Annual General Meeting in 2002 or 15 May 2002 whichever is the earlier, and for such period (without taking into account

for this purpose any allotment of relevant securities pursuant to an offer or agreement made prior to such period) the directors shall be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of \$3,860,000 (386,000,000 ordinary shares).

12. That, subject to the passing of Special Resolution 11 above, the authority and power conferred on the directors pursuant to Article 10.3 of the Company's Articles of Association to allot equity securities for cash be renewed until the date of the Company's Annual General Meeting in 2002 or 15 May 2002 whichever is the earlier, and for such period (without taking into account for this purpose any allotment of relevant securities pursuant to an offer or agreement made prior to such period) the directors shall be empowered to allot equity securities wholly for cash up to an aggregate nominal amount of \$579,000 (57,900,000 ordinary shares).

Notwithstanding any provision in the Company's Articles of Association, during the above period the directors shall be empowered to allot equity securities wholly for cash pursuant to and within the terms of the authority granted by the resolution above:

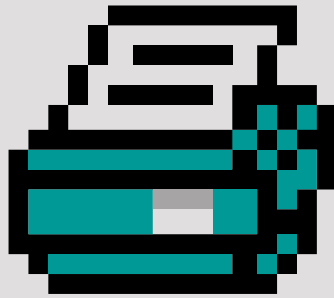
- (a) in connection with a Rights Issue; and
- (b) otherwise than in connection with a Rights Issue, up to an aggregate nominal amount as stated in the resolution, as if Section 89(1) of the Companies Act did not apply to any such allotment.












































BY ORDER OF THE BOARD

JM Duck
SECRETARY
8 November 2000

Notes:

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed for your use if desired.
2. Completion and return of a form of proxy does not preclude a member from attending and voting at the meeting in person.
3. To be valid, the enclosed form of proxy, together with the power of attorney or other authority (if any) under which it is signed, must be lodged with Computershare Services PLC, PO Box 82, The Pavillions, Bridgewater Road, Bristol, BS99 7NH in the UK (for members registered on the Company's principal register of members) or Mercantile Registrars Limited, 10th Floor, 11 Diagonal Street, Johannesburg, 2001 in South Africa (for members registered on the Company's South African register of members) not later than 15h00 (London time), 17h00 (South African time) on 13 February 2001.
4. Copies of all contracts of service under which directors of the Company are employed by the Company or any of its subsidiaries are available for inspection at the Company's registered office and at the offices of the Company at Wanderers, Dimension Data Oval, 1 Meadowbrook Lane, Epsom Downs, Sandton, South Africa during business hours on any weekday (Saturdays and public holidays excluded) and will also be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.
5. A copy of the register of interests of the directors of the Company will be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.
6. The Company, pursuant to Regulation 34 of the Uncertificated Securities Regulations 1995, specifies that only those shareholders on the register of members as at 15h00 (London time) on 13 February 2001 or, if the Annual General Meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their name at that relevant time. Changes to entries on the register of members after 15h00 (London time), 17h00 (South African time) on 13 February 2001 or, if the Annual General Meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. Members may view (but not participate in) the Annual General Meeting from the United Kingdom via a video link which will be available at 6th Floor, Cassini House, 57 St James's Street, London SW1A 1LD from 14h45 (London time), 16h45 (South African time) on 15 February 2001.



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Notes

1. If you prefer to appoint some other person or persons as proxy, please delete the words 'the Chairman of the Meeting' and insert the name preferred in the space provided and initial the amendment. A proxy need not be a member of the Company.
2. In the case of joint holders the signature of any one of them will suffice but the names of all joint holders should be shown on this form of proxy. The vote of the first-named holder on the Register of Members will be accepted to the exclusion of the votes of all the other joint holders.
3. In the case of a corporation this proxy should be either executed under its common seal or otherwise in accordance with Section 180 of the Companies Act 1985 or signed by its attorney or by a duly authorised officer on its behalf.
4. Any alterations made to the form of proxy should be initialled.
5. To be effective this proxy must reach the registrar of the Company (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) at the address shown on the Notice not less than 48 hours before the time fixed for the meeting or any adjourned meeting at which the proxy is to vote. Completion and return of this proxy will not preclude an ordinary shareholder from attending and voting in person.
6. If you do not indicate how you wish your proxy to use your vote on any particular matter or motion put to the meeting, the proxy will exercise discretion both as to how to vote and whether or not to abstain from voting.

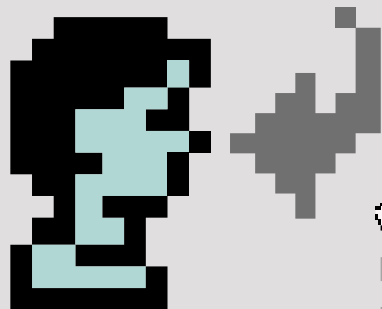


























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FROM: DIMENSION DATA
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
 SUBJECT: GLOSSARY OF TECHNICAL TERMS

ASP	Application Service Provider;
B2B	Business to Business;
B2C	Business to Consumer;
CCIE	Cisco Certified Internetworking Engineer: an engineer who has successfully completed a Cisco accredited training programme;
CTI	Computer Telephony Integration;
CRM	Customer Relationship Management;
Digital	Data consisting of a series of discrete numeric values;
Digital leased lines	A dedicated leased line capable of transmitting digital communications;
e-business	Electronic business;
e-commerce	Electronic commerce, or the buying and selling of goods and services electronically;
ERP	Enterprise Resource Planning;
GSOA	Global Services Operating Architecture;
i-commerce	Interactive Commerce;
Internet	A global network of computers and other networks interconnected and communicating by means of the Transmission Control Protocol/Internet Protocol;
i-procurement	Interactive procurement: an electronic form of supply chain management;
ISP	Internet Service Provider;
IT	Information Technology;
IVR	Interactive Voice Response;
Middleware	Software that integrates applications not designed to operate together;
Supply Chain Management	The complete integration and management of processes linking customers, suppliers and producers with a view to optimising costs, output and materials;
VPN	Virtual Private Network;
WAP	Wireless Application Protocol;
XML	Technology that defines how individual software components can interact and share data;
Y2K	Year 2000.



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FROM: DIMENSION DATA
 TO: SHAREHOLDERS, ANALYSTS, STAFF & OTHER STAKEHOLDERS
 SENT: 8 NOVEMBER 2000
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Dimension Data Holdings plc (Incorporated in Great Britain under the Companies Act 1985 with registered number 3704278)

Company Secretary
 J M Duck

Registered Office
 6th Floor, Cassini House
 57 St James's Street, London SW1A 1LD

Head Office
 Dimension Data Oval
 1 Meadowbrook Lane, Epsom Downs
 Sandton, 2125, South Africa
 Telephone: +27 11 709 1000

Postal Address
 P O Box 56055
 Pinegowrie, 2123, South Africa

UK Transfer Secretaries
 Computershare Services PLC
 P O Box 82, The Pavillions
 Bridgewater Road
 Bristol BS99 7NH

South African Transfer Secretaries
 Mercantile Registrars Limited
 10th Floor, 11 Diagonal Street
 Johannesburg, 2001, South Africa
 (P O Box 7184, Johannesburg, 2000)

Auditors
 Deloitte & Touche
 Hill House, 1 Little New Street
 London EC3A 4TR

UK Legal Advisers
 Linklaters & Alliance
 One Silk Street
 London EC2Y 8HQ

South African Legal Advisers
 Routledge-Modise
 3rd Floor, Sandton City Office Towers
 Sandton, South Africa

Investor Relations
 Karen Cramér
 karen.cramer@didata.com
 +44 207 659 1600
 +27 11 709 1000

Dimension Data Website
 www.didata.com

On-line annual report
 www.ddar.com

