

chinadotcom corporation

DEAR CHINADOTCOM SHAREHOLDER:

You are cordially invited to attend the Annual General Meeting of Shareholders (the "General Meeting") of chinadotcom corporation (the "Company") located at 20/F Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong on Friday, July 6, 2001, at 2:30 p.m.

Details of the business to be conducted at the General Meeting are given in the attached Notice of Annual General Meeting of Shareholders and Proxy Statement.

If you do not plan to attend the General Meeting, please complete, sign, date, and return the enclosed proxy promptly in the accompanying reply envelope. If you decide to attend the General Meeting and wish to change your proxy vote, you may do so automatically by voting in person at the General Meeting.

We look forward to seeing you at the General Meeting.

Raymond Ch'ien
Chairman

June 11, 2001
Hong Kong

YOUR VOTE IS IMPORTANT

In order to assure your representation at the General Meeting, you are requested to complete, sign, and date the enclosed proxy as promptly as possible and return it in the enclosed envelope (to which no postage need be affixed if mailed in the United States).

**20/F Citicorp Centre
18 Whitfield Road
Causeway Bay, Hong Kong**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held July 6, 2001

The Annual General Meeting of Shareholders (the "General Meeting") of chinadotcom corporation (the "Company") will be held at the Company's offices located at 20/F Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong on Friday, July 6, 2001, at 2:30 p.m. for the following purposes:

1. To elect four Class II Directors to serve for a term expiring on which the date of the Annual General Meeting of Shareholders is held in 2004 and to elect one Class III Director to serve for a term expiring on which the date of the Annual General Meeting of Shareholders is held in 2002;
2. To adopt the Company's 2001 Employee Share Purchase Plan;
3. To receive and consider the Company's audited financial statements and the reports of the Board of Directors and the Company's independent accountants for the year ended December 31, 2000;
4. To ratify the selection of Ernst & Young as the Company's independent accountants for the year ending December 31, 2001 and authorize the Board of Directors to fix their remuneration;
5. To approve amendments to, and adopt, the Amended and Restated Memorandum and Articles of Association; and
6. To act upon such other matters as may properly come before the General Meeting or any adjournments or postponements thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. The record date for determining those shareholders who will be entitled to notice of, and to vote at, the General Meeting and at any adjournment thereof is June 4, 2001. The stock transfer books will not be closed between the record date and the date of the General Meeting. A list of shareholders entitled to vote at the General Meeting will be available for inspection at the offices of the Company.

Whether or not you plan to attend the General Meeting, please complete, sign, date and return the enclosed proxy promptly in the accompanying reply envelope. Please refer to the enclosed voting form for instructions. Your proxy may be revoked at any time prior to the General Meeting. If you decide to attend the General Meeting and wish to change your proxy vote, you may do so automatically by voting in person at the General Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Raymond Ch'ien
Chairman

June 11, 2001
Hong Kong

PROXY STATEMENT

FOR

ANNUAL GENERAL MEETING OF SHAREHOLDERS

These proxy materials are furnished in connection with the solicitation of proxies by the Board of Directors of chinadotcom corporation, a company organized under the laws of the Cayman Islands (the "Company"), for the Annual General Meeting of Shareholders (the "General Meeting") to be held at 2:30 p.m. on Friday, July 6, 2001, at the Company's offices located at 20/F Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong, and at any adjournments or postponements of the General Meeting. These proxy materials were first mailed to shareholders on or about June 11, 2001.

PURPOSE OF MEETING

The specific proposals to be considered and acted upon at the General Meeting are summarized in the accompanying Notice of Annual General Meeting of Shareholders. Each proposal is described in more detail in this Proxy Statement.

VOTING RIGHTS AND SOLICITATION

Voting

The Company's Class A Common Shares is the only type of security entitled to vote at the General Meeting. Each shareholder of record as of the close of trading on June 4, 2001 is entitled to one vote for each Class A Common Share held by such shareholder on that date. At least one-third of the outstanding Class A Common Shares must be present or represented at the General Meeting in order to have a quorum. Abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum for the transaction of business but are not counted as votes cast at the General Meeting. Proposals 1, 2, 3 and 4 each require for approval the affirmative vote of a simple majority of the Class A Common Shares present in person or by proxy at a meeting for which a quorum is present. Proposal 5 requires for approval the affirmative vote of not less than two-thirds of the Class A Common Shares present in person or by proxy at a meeting for which a quorum is present.

Proxies

Whether or not you are able to attend the General Meeting, you are urged to vote your proxy, which is solicited by the Company's Board of Directors and which will be voted as you direct on your proxy when properly completed. In the event no directions are specified, such proxies will be voted FOR proposals 1, 2, 3, 4 and 5 in the discretion of the proxy holders, as to other matters that may properly come before the General Meeting. You may revoke or change your proxy at any time before the General Meeting. To do this, send a written notice of revocation or another signed proxy with a later date to the Company at the Company's principal executive offices before the beginning of the General Meeting. You may also revoke your proxy by attending the General Meeting and voting in person.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

General

Persons named in the accompanying form of proxy intend in the absence of contrary instructions to vote all proxies for the election of (i) each of Mr. William K. Fung, Mr. Chan Wing-Tak, Douglas, Mr. Peter John Hamilton and Mr. Gerald Sokol, Jr. as Class II Directors of the Company to serve for a term expiring on the date on which the Annual General Meeting of Shareholders is held in 2004, and (ii) Mr. Zhou Shun Ao as a Class III Director of the Company to serve for a term expiring on the date on which the Annual General Meeting of Shareholders is held in 2002, or until their respective successors are elected and qualified. If any such nominee should be unable to serve, an event not now anticipated, the proxies will be voted for such person, if any, as shall be designated by the Board of Directors to replace any such nominee.

Shareholder Approval

The election of each director will require the affirmative vote of a majority of the votes cast at the meeting.

Information Concerning Class II Director Nominee

The following table sets forth information concerning the nominee as a Class II Director of the Company. The nominee is currently a Class II Director of the Company, was nominated by the Board for election at the Annual General Meeting.

Name (Age) and Address of Director	Principal Occupation or Employment During Past Five Years	Director Since
William K. Fung (52) Li & Fung Limited LiFung Tower 888 Cheung Sha Wan Road Kowloon Hong Kong	Mr. William K. Fung, OBE, JP, has served as a Director of the Company since June 2001. Mr. Fung is the Group Managing Director of Li & Fung Limited, a company listed on the Stock Exchange of Hong Kong, and holds key positions in major trade associations in Hong Kong. He is the Chairman of the Hong Kong Committee for Pacific Economic Cooperation and is a member of the Economic Advisory Committee to the Financial Secretary of Hong Kong. Mr. Fung is also the past Chairman of the Hong Kong General Chamber of Commerce as well as the Hong Kong Exporters' Association. He was a former member of the Preparatory Committee for the Hong Kong Special Administrative Region of the People's Republic of China and is currently a delegate to the Chinese People's Political Consultative Conference. Mr. Fung holds a BSE degree from Princeton University and an MBA degree from the Harvard School of Business. Mr. Fung has been awarded the degree of Doctor of Business Administration, honoris causa, by the Hong Kong University of Science and Technology.	2001

Information Concerning Other Class II Director Nominees

The following table sets forth information concerning each of the other nominees as a Class II Director of the Company. Each of the nominees is currently a Class II Director of the Company.

Name (Age) and Address of Director	Principal Occupation or Employment During Past Five Years	Director Since
Chan Wing-Tak Douglas (51) Modern Links Ltd c/o New World Infrastructure Ltd 33/F, New World Tower 18 Queen's Road Central Hong Kong	Mr. Chan has served as a director of China Internet Corporation Limited since September 1997 and as a Director of the Company since January 1999 and is a Non-Executive Director of our Hong Kong listed subsidiary, hongkong.com Corporation. Mr. Chan is currently the Managing Director of New World Infrastructure Ltd., a Hong Kong listed company and an executive director of New World Development (China) Land Ltd. Mr. Chan is also the chairman of Pacific Ports Co. Ltd., a Hong Kong listed company. Mr. Chan holds a Bachelor of Commerce degree from the University of Windsor in Canada, and is a member of the Institute of Chartered Accountants of Ontario, Canada.	1999
Peter John Hamilton (41) 20/F, Citicorp Centre 18 Whitfield Road Causeway Bay Hong Kong	Mr. Hamilton is a co-founder of The Web Connection, a wholly-owned subsidiary of the Company, in March 1995, and has served as Chief Operating Officer of the Company since May 1999, as a Director of the Company since February 2000 and is an Executive Director of our Hong Kong listed subsidiary, hongkong.com Corporation. Mr. Hamilton has extensive experience in the multi-media industry and has held senior management positions at Hong Kong Telecom, including Director of Multimedia Strategy and Director of Corporate Affairs. In December 1999, Mr. Hamilton was named as "Young Entrepreneur of the Year" in Hong Kong at the 1999 DHL Worldwide Express/South China Morning Post business awards.	2000
Gerald Sokol, Jr. (38) America Online 22260 Pacific Blvd. Dulles, VA 20166 U.S.A.	Mr. Sokol has served as a Director of the Company since September 1999. Mr. Sokol is the Senior Vice President and General Manager of AOL International Operations. Mr. Sokol is a key member of the management team responsible for the development and implementation of AOL's international global initiatives and alliances. Previously, Mr. Sokol was President and Chief Executive Officer as well as Chairman of the Board of NTN Communications, an Internet game company. Prior to that, Mr. Sokol was Vice President and Treasurer of TCI, where he was responsible for all the company's financing activities. Mr. Sokol received a BA degree in Finance from Oakland University and a MS in Finance from the University of Colorado.	1999

Information Concerning Class III Director Nominee

The following table sets forth information concerning the nominee as a Class III Director of the Company. The nominee is currently a Class III Director of the Company.

Name (Age) and Address of Director	Principal Occupation or Employment During Past Five Years	Director Since
Zhou Shun Ao (52) 20/F, Citicorp Centre 18 Whitfield Road Causeway Bay Hong Kong	Mr. Zhou has served a Vice Chairman of the Board of Directors of the Company since December 2000 and as Chief China Officer from January 1999 to December 2000. Mr. Zhou has served for more than 30 years at Xinhua News Agency. He was Deputy Director of Xinhua Development and Planning Bureau and General Manager of China Media Development Corporation. Mr. Zhou was also President of China Global Public Relations Company as well as Executive Deputy General Manager of Xinhua News Agency. He has also served as the Chairman of the Board of our former parent company, CIC, since October 1998 and is an Executive Director of our Hong Kong listed subsidiary, hongkong.com Corporation.	2000

Recommendation of the Board of Directors

The Board of Directors recommends that the shareholders vote **FOR** the election of the Class II Director nominees and the Class III Director nominee.

PROPOSAL NO. 2

APPROVAL OF THE 2001 EMPLOYEE SHARE PURCHASE PLAN

General

The Company's shareholders are being asked to approve the Company's 2001 Employee Share Purchase Plan, a printed copy of which has been provided to the Company's shareholders. The proposed plan replaces the Company's 2000 Employee Share Purchase Plan and would allow eligible employees of the Company to purchase Class A Common Shares at a discount to fair market value.

The proposed plan is intended to ensure that the Company is competitive and can provide sufficient equity incentives to attract and retain the services of highly-qualified and experienced employees. The proposed plan has been approved by the Board of Directors, subject to shareholder approval at the General Meeting.

Shareholder Approval

The affirmative vote of a simple majority of the Class A Common Shares present in person or by proxy at a meeting for which a quorum is present is required for approval of the proposed 2001 Employee Share Purchase Plan.

Recommendation of the Board of Directors

The Board of Directors recommends that the shareholders vote **FOR** the Company's 2001 Employee Share Purchase Plan.

PROPOSAL NO. 3

CONSIDER AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2000

General

Ernst & Young has audited the Company's financial statements as of and for the year ended December 31, 2000 and has given its report thereon, a printed copy of which has been provided to the Company's shareholders. The Company's shareholders are being asked to ratify the audited financial statements prepared by Ernst & Young.

Shareholder Approval

The affirmative vote of a simple majority of the Class A Common Shares present in person or by proxy at a meeting for which a quorum is present is required to ratify the audited financial statements prepared by Ernst & Young as the Company's independent accountants.

Recommendation of the Board of Directors

The Board of Directors recommends that the shareholders vote **FOR** the ratification of the audited financial statements prepared by Ernst & Young as the Company's independent accountants.

PROPOSAL NO. 4

RATIFICATION OF INDEPENDENT ACCOUNTANTS

General

The Company's shareholders are being asked to re-appoint the selection of Ernst & Young as the Company's independent accountants for the fiscal year ending December 31, 2001 and to delegate the fixing of Ernst & Young's remuneration to the Company's Board of Directors. In the event the Company's shareholders fail to ratify the appointment of Ernst & Young, the Board of Directors will reconsider its selection. Even if the selection is ratified, the Board of Directors, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Board of Directors determines that such a change would be in the Company's and its shareholders' best interests. Ernst & Young has served as the Company's independent auditors since the Company's incorporation.

Shareholder Approval

The affirmative vote of a simple majority of the Class A Common Shares present in person or by proxy at a meeting for which a quorum is present is required to ratify the selection of Ernst & Young as the Company's independent accountants.

Recommendation of the Board of Directors

The Board of Directors recommends that the shareholders vote **FOR** the re-appointment of Ernst & Young to serve as the Company's independent accountants for the fiscal year ending December 31, 2001.

PROPOSAL NO. 5

APPROVAL OF AMENDMENTS TO, AND ADOPTION OF, THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

General

The Company's shareholders are being asked to approve amendments to Articles 1 and 3 of the Company's Amended and Restated Memorandum of Association and Articles 2(p), 107, 198 and 199 of the Company's Amended and Restated Articles of Association, printed copies of which have been provided to the Company's shareholders. The proposed amendments were approved by the Board of Directors, subject to shareholder approval at the General Meeting.

Purpose and Effect of Amendments

The purpose and effect of the amendments is to include the Chinese translation of the Company's name in its Memorandum and Articles of Association, expand the objects for which the Company is established to include specifically the business of internet content services, internet advertising services and e-business solutions services, and reflect new audit committee structure and membership requirements of the Nasdaq National Market, as well as correct certain typographical errors in the Memorandum and Articles of Association

Shareholder Approval

The affirmative vote of not less than two-thirds of the Class A Common Shares present in person or by proxy at a meeting for which a quorum is present is required for approval of the proposed amendments to, and the adoption of, the Amended and Restated Memorandum and Articles of Association.

Recommendation of the Board of Directors

The Board of Directors recommends that the shareholders vote **FOR** the proposed amendments to, and the adoption of, the Company's Amended and Restated Memorandum and Articles of Association.

OTHER MATTERS

The Board knows of no other matters to be presented for shareholder action at the General Meeting. However, if other matters do properly come before the General Meeting or any adjournments or postponements thereof, the Board intends that the persons named in the proxies will vote upon such matters in accordance with their best judgement.

In the event that sufficient votes in favour of any proposal set forth in the Notice of this General Meeting are not received by June 29, 2001, the persons names as attorneys in the enclosed proxy may propose one or more adjournments of the General Meeting to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of the holders of a majority of the Class A Common Shares present in person or by proxy at the session of the meeting to be adjourned. The persons named as proxies in the enclosed proxy will vote in favour of such adjournment those proxies which they are entitled to vote in favour of the proposal for which further solicitation of proxies is to be made. They will vote against any such adjournment those proxies required to be voted against such proposal.

BY ORDER OF THE BOARD OF DIRECTORS

Peter Yip
Chief Executive Officer