



ALIBABA GROUP HOLDING LIMITED

c/o Alibaba Group Services Limited
26/F Tower One, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

PROXY STATEMENT

General

The board of directors of Alibaba Group Holding Limited (the “**Company**” or “**we**”) is soliciting proxies for the annual general meeting of shareholders of the Company to be held on October 13, 2016 at 9:00 p.m., Hong Kong time, or 9:00 a.m., Eastern Daylight Time (the “**AGM**”). The AGM will be held at 23/F Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

This proxy statement and the proxy form can be accessed, free of charge, on the Investor Relations section of the Company’s website at www.alibabagroup.com/en/ir/home.

In the days leading up to the AGM, we will publish letters to shareholders from Jack Ma, our Chairman and Daniel Zhang, our Chief Executive Officer. We invite you to visit our website, www.alibabagroup.com, to review their letters to shareholders.

Simultaneous Virtual Meeting

A live webcast of the AGM will be accessible via Internet at: alibaba.onlineshareholdermeeting.com (the “**Virtual Meeting**”). This website will be accessible on or shortly after the date of this proxy statement.

To log into the Virtual Meeting, you will need a unique 16-digit control code, which you will receive together with this proxy statement, or can obtain by calling the international toll number mailed to you together with this proxy statement.

With your 16-digit control code, you will also be able to submit questions through the above website in real-time at the Virtual Meeting. Due to the time limit, only selected questions submitted at the Virtual Meeting will be answered at the AGM. You will not be able to vote if you attend the AGM through the Virtual Meeting but not in person.

Record Date, Share Ownership and Quorum

Only holders of the Company's ordinary shares, par value US\$0.000025 per share ("Ordinary Shares") of record at the close of business on August 19, 2016, New York time (the "Record Date") are entitled to attend and vote at the AGM. Holders of American Depositary Shares ("ADSs") issued by Citibank, N.A., as Depositary of the ADSs, and representing our Ordinary Shares are not entitled to attend or vote at the AGM under the Company's Articles of Association. Holders of ADSs as of the Record Date will be able to instruct Citibank, N.A., the holder of record of Ordinary Shares (through a nominee) represented by ADSs, as to how to vote the Ordinary Shares represented by such ADSs. Citibank, N.A., as Depositary of the ADSs, will endeavor, to the extent practicable and legally permissible, to vote or cause to be voted at the AGM the Ordinary Shares it holds in respect of the ADSs in accordance with the instructions which it has properly received from ADS holders.

As of the close of business on the Record Date, 2,505,859,977 Ordinary Shares were outstanding. 1,039,803,409 Ordinary Shares were represented by ADSs. One or more shareholders holding in aggregate not less than one-third of the voting power of the Ordinary Shares of the Company in issue carrying a right to vote at the AGM, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative or proxy and entitled to vote, shall be a quorum for all purposes.

Voting and Solicitation

Each Ordinary Share issued and outstanding as of the close of business on the Record Date is entitled to one vote at the AGM. Each resolution put to the vote at the AGM will be decided by poll.

Copies of solicitation materials will be furnished to all holders of Ordinary Shares and ADSs of the Company, including banks, brokerage houses, fiduciaries and custodians holding in their names Ordinary Shares or ADSs of the Company beneficially owned by others to forward to those beneficial owners.

Voting by Holders of Ordinary Shares

When proxy forms are properly dated, executed and returned by holders of Ordinary Shares to the mailing or e-mail address set forth in the proxy form before 10:00 a.m., Eastern Daylight Time, on October 7, 2016 (the deadline for the return of such proxy forms), the Ordinary Shares they represent will be voted by the proxy holder at the AGM, or at any adjournment thereof, in accordance with the instructions of the shareholder. If no specific instructions are given in such proxy forms, the proxy holder will vote in favor of the items set forth in the proxy form. The proxy holder will also vote in the discretion of such proxy holder on any other matters that may properly come before the AGM, or at any adjournment thereof. Where any holder of Ordinary Shares affirmatively abstains from voting on any particular resolution, the votes attaching to such Ordinary Shares will not be included or counted in the determination of the number of Ordinary Shares present and voting for the purposes of determining whether such resolution has been

passed (but they will be counted for the purposes of determining the quorum, as described above).

Voting by Holders of ADSs

As the holder of record for all the Ordinary Shares represented by the ADSs (through a nominee), only Citibank, N.A., in its capacity as Depositary of the ADSs, may vote those Ordinary Shares at the AGM.

We have requested Citibank, N.A., as Depositary of the ADSs, to distribute to all owners of record of ADSs at the close of business on the Record Date this proxy statement, the accompanying notice of the AGM and an ADS Voting Card. Upon the timely receipt from any such owner of record of ADSs of voting instructions in the manner specified, Citibank, N.A. will endeavor, to the extent practicable and legally permissible, to vote or cause to be voted the number of Ordinary Shares represented by the ADSs in accordance with such voting instructions. Under the terms of the deposit agreement for the ADSs (the “**Deposit Agreement**”), Citibank, N.A. will not vote or attempt to exercise the right to vote other than in accordance with such voting instructions or such deemed instructions as further described in the paragraphs below.

There is no guarantee that a holder of ADSs will receive the materials described above with sufficient time to enable such holder to return voting instructions to Citibank, N.A. in a timely manner, in which case the Ordinary Shares underlying your ADSs may not be voted in accordance with your wishes.

If (i) an ADS Voting Card is missing voting instructions or (ii) an ADS Voting Card is improperly completed, Citibank, N.A. shall deem the holder of the ADSs in question to have instructed Citibank, N.A. to vote in favor of the items set forth in the ADS Voting Card.

If no timely instructions are received by Citibank, N.A. from a holder of ADSs by 10:00 a.m. Eastern Daylight Time, October 7, 2016, Citibank, N.A. will deem such holder of ADSs to have instructed it to give a discretionary proxy to a person designated by the Company to vote the Ordinary Shares represented by such holder’s ADSs, unless the Company has informed Citibank, N.A. that (x) the Company does not wish such proxy to be given, (y) substantial opposition exists, or (z) the rights of holders of Ordinary Shares may be materially adversely affected, in each case in accordance with the terms of the Deposit Agreement.

Revocability of Proxies and ADS Voting Cards

Any proxy given by a holder of Ordinary Shares by means of a proxy form, and any voting instructions given by an ADS holder by means of an ADS Voting Card, pursuant to this solicitation may be revoked: (a) for holders of Ordinary Shares or ADSs, by submitting a written notice of revocation or a fresh proxy form or ADS Voting Card, as the case may be, bearing a later date, which must be received no later than 10:00 a.m., Eastern Daylight Time, on October 7, 2016 or (b) for holders of Ordinary Shares only, by attending the AGM and voting in person.

PROPOSAL 1: ELECTION OF DIRECTORS

According to Article 88 of the Company's Articles of Association, the board of directors is divided into three groups designated as Group I, Group II and Group III. The current term of office of the Group II directors, consisting of Daniel Yong ZHANG, Chee Hwa TUNG, Jerry YANG and Wan Ling MARTELLO, expires at the AGM.

Pursuant to Article 90 of the Company's Articles of Association, the Company's nominating and corporate governance committee has nominated Chee Hwa TUNG, Jerry YANG and Wan Ling MARTELLO, and Lakeside Partners L.P. (the "**Alibaba Partnership**") has nominated Daniel Yong ZHANG, for re-election as Group II directors of the Company.

Jonathan Zhaoxi LU, a Group I director of the Company nominated by the Alibaba Partnership and whose term will expire at the Company's annual general meeting in 2018, retired from the Company's board of directors, effective September 1, 2016. Following Mr. Lu's retirement, the Alibaba Partnership, pursuant to Article 91 of the Company's Articles of Association, appointed Eric Xiandong JING to serve as an interim Group I director until the AGM.

Pursuant to Article 91 of the Company's Articles of Association, the Alibaba Partnership has nominated Eric Xiandong JING for election as a Group I director of the Company, to serve for the remainder of Mr. Lu's term.

Pursuant to Article 91 of the Company's Articles of Association, if a director nominee is not elected by the Company's shareholders, the party or group entitled to nominate that director has the right to appoint a different person to serve as an interim director until the Company's next annual general meeting of shareholders.

Information relating to the director nominees is set forth below.

<u>Name</u>	<u>Age</u>	<u>Position/Title</u>
Daniel Yong ZHANG [†]	44	Director and Chief Executive Officer
Chee Hwa TUNG [◇]	79	Independent director
Jerry YANG [◇]	47	Independent director
Wan Ling MARTELLO [◇]	58	Independent director
Eric Xiandong JING [†]	43	Director

[†] Nominated by the Alibaba Partnership.

[◇] Nominated by the nominating and corporate governance committee.

Daniel Yong ZHANG has been the Chief Executive Officer of the Company since May 2015 and a director since September 2014. Prior to his current role, he served as the Company's Chief Operating Officer from September 2013 to May 2015. He joined the Company in August 2007 as Chief Financial Officer of Taobao Marketplace and served in this position until June 2011. He took on the additional role of general manager for Tmall.com in August 2008, which he served in concurrence until appointment as president of Tmall.com in June 2011 when Tmall.com became

an independent platform. Prior to joining Alibaba, Daniel served as Chief Financial Officer of Shanda Interactive Entertainment Limited, an online game developer and operator then listed on the NASDAQ, from August 2005 to August 2007. From 2002 to 2005, he was a senior executive of PricewaterhouseCoopers' Audit and Business Advisory Division in Shanghai. Daniel is Chairman of Intime Retail, a company listed on the SEHK, and serves on the boards of Haier, a company listed on the SEHK, and Weibo, a company listed on the NYSE. Daniel received a bachelor's degree in finance from Shanghai University of Finance and Economics.

Chee Hwa TUNG has been a director of the Company since September 2014 and is the Vice Chairman of the Twelfth National Committee of the Chinese People's Political Consultative Conference of the PRC, which is an important institution of multiparty cooperation and political consultation in the PRC. Mr. Tung is the Founding Chairman of the China-United States Exchange Foundation, which is a non-profit organization registered in Hong Kong to promote understanding and strengthening relationships between China and the United States. Mr. Tung also serves in various public sector and advisory positions, including as a member of the J.P. Morgan International Council, the China Development Bank International Advisory Committee and the Advisory Board of the Schwarzman Scholars Program at Tsinghua University. Prior to these appointments, Mr. Tung served as the First Chief Executive of the Hong Kong Special Administrative Region from July 1997 to March 2005. Mr. Tung had a successful and distinguished career in business, including serving as the Chairman and Chief Executive Officer of Orient Overseas (International) Limited, an SEHK-listed company with its principal business activities in container transport and logistics services on a global scale. Mr. Tung is also the chairman and director of Our Hong Kong Foundation Limited, a non-government, non-profit organization dedicated to promoting the long-term and overall interests of Hong Kong. Mr. Tung received a bachelor's degree in science from the University of Liverpool.

Jerry YANG has been a director of the Company since September 2014. Mr. Yang previously served as a director of the Company from October 2005 to January 2012. Since March 2012, Mr. Yang has served as the founding partner of AME Cloud Ventures, a venture capital firm. Mr. Yang is a co-founder of Yahoo! Inc., and served as Chief Yahoo! and as a member of its board of directors from March 1995 to January 2012. In addition, he served as Yahoo!'s Chief Executive Officer from June 2007 to January 2009. From January 1996 to January 2012, Mr. Yang served as a director of Yahoo! Japan. Mr. Yang also served as an independent director of Cisco Systems, Inc. from July 2000 to November 2012. He is currently an independent director of Workday Inc., a company listed on the NYSE, and Lenovo Group Ltd., a company listed on the SEHK. He also serves as a director of various private companies and foundations. Mr. Yang received a bachelor's degree and a master's degree in electrical engineering from Stanford University and served on Stanford University's board of trustees from October 2005 to September 2015.

Wan Ling MARTELLO has been a director of the Company since September 2015. She is currently the executive vice president, head of zone Asia, Oceania, Sub-Saharan Africa of Nestlé S.A. Prior to this appointment, Ms. Martello was executive vice president, chief financial officer of Nestlé S.A., and joined the company in November 2011. Before joining Nestlé S.A., Ms. Martello worked at Wal-Mart Stores Inc. from 2005 to 2011 where she served as executive vice president, global ecommerce, and senior vice president and chief financial officer, Walmart

International, at different times. Prior to that, Ms. Martello worked at NCH Marketing Services Inc. from 1998 to 2005 and Borden Foods Corporation from 1995 to 1998, where she held various senior management positions. Previously, Ms. Martello worked at Kraft Foods, Inc. from 1985 to 1995. Ms. Martello received a master's degree in business administration (management information system) from the University of Minnesota and a bachelor's degree in business administration and accountancy from the University of the Philippines. She is a certified public accountant in the Philippines.

Eric Xiandong JING has been a director of the Company since September 2016. He is currently the president of Ant Financial Services. Prior to his current position, he served as chief operating officer of Ant Financial Services from October 2014 to June 2015. Prior to that, he served as Alipay's chief financial officer. Before joining Alipay in September 2009, he was senior corporate finance director and corporate finance vice president of Alibaba.com from 2007 to 2009. Previously, Mr. Jing was the chief financial officer of Guangzhou Pepsi Cola Beverage Co. from 2004 to 2006. He also held management positions in several Coca-Cola bottling companies across China. Mr. Jing received an executive MBA degree from the Carlson School of Management at the University of Minnesota and a bachelor's degree in economics from Shanghai Jiao Tong University.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION TO THE BOARD OF DIRECTORS OF EACH OF THE ABOVEMENTIONED NOMINEES.

PROPOSAL 2:

RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY

The Company's audit committee proposes to ratify and approve the appointment of PricewaterhouseCoopers ("PWC") as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2017.

In the event the holders of Ordinary Shares fail to ratify the appointment, the audit committee will reconsider the appointment. Even if the appointment is ratified, the audit committee, in its discretion, may direct the appointment of different independent auditors at any time during the year if the audit committee determines that such a change would be in the Company's and its shareholders' best interests.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

OTHER MATTERS

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the enclosed form of proxy to vote the Ordinary Shares they represent as the board of directors may recommend.

By Order of the Board of Directors,



TIMOTHY A. STEINERT
General Counsel and Secretary

Dated: September 2, 2016