



**THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF ALIBABA GROUP HOLDING LIMITED
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 13, 2016**

The undersigned holder of ordinary shares of Alibaba Group Holding Limited, a Cayman Islands company (the “Company”), hereby acknowledges receipt of the notice of annual general meeting of shareholders and proxy statement, each dated September 2, 2016, and hereby appoints each of Jack Yun MA, Daniel Yong ZHANG, Maggie Wei WU or Timothy A. STEINERT or _____ as proxy, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at 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, at 23/F Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (the “AGM”), and at any adjournment or adjournments thereof, and to vote all ordinary shares which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below (i) as specified by the undersigned below and (ii) in the discretion of the proxy upon such other business as may properly come before the meeting, all as set forth in the notice of annual general meeting and in the proxy statement furnished herewith.

The ordinary shares in respect of which this proxy form is given (when properly executed and delivered to the mailing or e-mail address set forth below) will be voted by the proxy holder in the manner directed herein by the undersigned shareholder. If no direction is made, the ordinary shares in respect of which this proxy form is given will be voted “FOR” the following proposals:

PROPOSAL 1: Elect the following director nominees to serve on the board of directors.

	FOR	AGAINST	ABSTAIN
DANIEL YONG ZHANG[†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CHEE HWA TUNG[†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
JERRY YANG[†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
WAN LING MARTELLO[†]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ERIC XIANDONG JING[◇]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[†] To serve for a three year term or until such director’s successor is elected or appointed and duly qualified.

[◇] To serve until the Company’s annual general meeting of shareholders to be held in 2018 or until such director’s successor is elected or appointed and duly qualified.

PROPOSAL 2: Ratify the appointment of PricewaterhouseCoopers as the independent registered public accounting firm of the Company.

FOR

AGAINST

ABSTAIN

Dated: _____, 2016

Shareholder Name:

Co-Owner (if any) Name:

Print

Print

Signature

Co-Owner (if any) Signature

If you are a current or former employee of the Company or one of its affiliates, please provide your employee ID:

This proxy form must be signed by the person registered in the register of members as at the close of business on August 19, 2016, New York time, or his or her attorney duly authorized in writing or, in the case the appointer is a corporation, must be either under seal or executed under the hand of an officer or attorney or other person duly authorized to sign the same.

Please send the completed and signed proxy form to us (i) by mail, to 17M Floor, 183 Queen's Road East, Hopewell Centre, Wanchai, Hong Kong, or (ii) by email, to Alibaba.proxy@computershare.com.hk.

This proxy form must be received no later than 10:00 a.m., Eastern Daylight Time, on October 7, 2016 to ensure your representation at the AGM.