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## DEFINITIONS

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**In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings.**

“Acquisition Option”	an option granted or to be granted by Alibaba Group to us under the Non-Competition Undertaking
“Alexa.com”	an independent web information company based in the United States
“Alibaba China”	Alibaba (China) Technology Co., Ltd. (阿里巴巴(中國)網絡技術有限公司), a wholly-owned subsidiary of our company
“Alibaba.com Corporation Management Shareholders”	Jack Ma (our chairman and director and chief executive officer of Alibaba.com Corporation), Joseph Tsai (our director and chief financial officer of Alibaba.com Corporation), John Wu (chief technology officer of Alibaba.com Corporation) and Li Qi (chief operating officer of Alibaba.com Corporation), being certain of the shareholders of Alibaba.com Corporation
“Alibaba Group” or “Controlling Shareholder”	Alibaba.com Corporation, our controlling shareholder, and all of its subsidiaries and consolidated affiliates. Unless otherwise expressly stated or the context otherwise requires, references to “Alibaba Group” exclude us and our subsidiaries and consolidated affiliates
“Alibaba Hangzhou”	Hangzhou Alibaba Advertising Co., Ltd. (杭州阿里巴巴廣告有限公司), a consolidated affiliate of our company
“Alibaba Hangzhou Shareholders”	Jack Ma and Simon Xie
“Alibaba Hong Kong”	Alibaba.com Hong Kong Limited, a wholly-owned subsidiary of our company
“Alibaba Software”	Alibaba (China) Software Co., Ltd. (阿里巴巴(中國)軟件有限公司), a wholly-owned subsidiary of our company
“AliPay”	the online payment business operated by Zhejiang Alipay Network Technology Co., Ltd. (浙江支付寶網絡科技有限公司) and Alipay Software (Shanghai) Co., Ltd. (支付寶軟件(上海)有限公司), each a wholly-owned subsidiary of Alibaba Group, and Zhejiang Alibaba E-Commerce Co., Ltd. (浙江阿里巴巴電子商務有限公司), a consolidated affiliate of Alibaba Group
“Alisoft”	the Internet-based business software business operated by Alibaba Software (Shanghai) Co., Ltd. (阿里巴巴軟件(上海)有限公司), a wholly-owned subsidiary of Alibaba Group
“Application Form(s)”	white application form(s), yellow application form(s), green application form(s) or, where the context so requires, any of them

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“Articles of Association”	our articles of association as currently adopted
“B2B”	business-to-business
“board”	the board of directors of our company
“business day”	a day that is not a Saturday, Sunday or a public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Cayman Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, excluding, for purposes of this prospectus only (unless otherwise indicated) Hong Kong, Macau and Taiwan
“CNNIC”	China Internet Network Information Center (中國互聯網絡信息中心)
“Company”	Alibaba.com Limited (阿里巴巴網絡有限公司)
“Copyright Law”	the Copyright Law of the PRC (中華人民共和國著作權法) as amended
“Cornerstone Investors”	Yahoo! Inc., AIG Global Investment Corporation (Asia) Ltd., Foxconn (Far East) Limited, Baldonna Investments Limited, Finawood Investments Limited, Honeybush Limited, Cisco Systems International B.V. and Industrial and Commercial Bank of China (Asia) Limited
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity entered into by Alibaba.com Corporation in our favor in connection with our Reorganization and the Global Offering
“EIU”	the Economist Intelligence Unit, a private research organization affiliated with The Economist Group

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“Employee Equity Exchange”	the arrangement to allow a certain proportion of existing options and RSUs relating to Alibaba.com Corporation’s shares to be exchanged for options and RSUs relating to our Shares held by Alibaba.com Corporation and a certain number of Alibaba.com Corporation’s shares to be exchanged for our Shares held by Alibaba.com Corporation, as further described in the section entitled “Our History and Reorganization — The Employee Equity Exchange” starting on page 60
“Enterprise Income Tax”	the enterprise income tax of the PRC
“Excluded Businesses”	the existing businesses retained by Alibaba Group after our Reorganization, as further described in the section entitled “Relationship with Alibaba Group” starting on page 132
“Financial Advisor”	N M Rothschild & Sons (Hong Kong) Limited
“GAPP”	the PRC General Administration of Press and Publication (中國新聞出版總署)
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the Shares offered for subscription in the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer of initially 128,835,500 Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section entitled “Structure of the Global Offering”) at the Offer Price (plus brokerage fee, SFC transaction levy and Hong Kong Stock Exchange trading fee) and on and subject to the terms and conditions described in this prospectus and the Application Forms, as further described in the section entitled “Structure of the Global Offering — The Hong Kong Public Offering” starting on page 201
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“Hong Kong Underwriters”	the Underwriters listed in the section entitled “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated October 22, 2007 relating to the Hong Kong Public Offering entered into among our company, the Selling Shareholder, the Joint Bookrunners and the Hong Kong Underwriters
“ICBC”	Industrial and Commercial Bank of China Limited
“ICP Measures”	the Administrative Measures on Internet Information Services (互聯網信息服務管理辦法) issued by the State Council on September 25, 2000
“ICPs”	Internet information services providers
“IFRS”	International Financial Reporting Standards promulgated by the International Accounting Standards Board (“IASB”); IFRS includes International Accounting Standards (“IAS”) and their interpretations
“Individual Foreign Exchange Rules”	the Implementation Rules of the Administrative Measures for Individual Foreign Exchange (個人外匯管理辦法實施細則) issued by SAFE on January 5, 2007
“International Offering”	the offer of International Offer Shares to professional, institutional and other investors, as further described in the section entitled “Structure of the Global Offering — The International Offering” on page 203
“International Offer Shares”	730,065,500 Shares (subject to adjustment as described in the section entitled “Structure of the Global Offering”) which are the subject of the International Offering, together with any additional Shares to be sold pursuant to the exercise of the Over-Allotment Option
“International Placing Agreement”	the underwriting agreement relating to the International Offering, expected to be entered into between our company, the Selling Shareholder, and the Joint Bookrunners as the representatives of the International Underwriters on or around Saturday, October 27, 2007
“International Underwriters”	the group of underwriters led by the Joint Bookrunners and expected to enter into the International Placing Agreement
“iResearch”	an independent China-based market research company
“Joint Bookrunners”	Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited and Deutsche Bank AG, Hong Kong Branch
“Joint Global Coordinators”	Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited
“Joint Lead Managers”	Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited and Deutsche Bank AG, Hong Kong Branch

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“Joint Sponsors”	Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited
“Koubei”	Koubei Holding Limited and all of its subsidiaries
“Latest Practicable Date”	October 17, 2007, being the latest practicable date prior to the publication of this prospectus for ascertaining certain information
“Listing”	the listing of our Shares on the Hong Kong Stock Exchange
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about November 6, 2007, on which our Shares are first listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“Macau”	the Macau Special Administrative Region of the PRC
“Maximum Offer Price”	the maximum offer price under the Global Offering of HK\$13.50 per Share
“MII Notice”	the Notice regarding Strengthening Administration of Foreign Investment in Operating Value-Added Telecommunication Businesses (關於加強外商投資經營增值電信業務管理的通知) issued by MII in July 2006
“Ministry of Information Industry” or “MII”	the PRC Ministry of Information Industry (中國信息產業部)
“Ministry of Public Security”	the PRC Ministry of Public Security (中國公安部)
“MOC”	the PRC Ministry of Culture (中國文化部)
“MOFCOM” or “MOFTEC”	the PRC Ministry of Commerce (中國商務部), or its predecessor the Ministry of Foreign Trade and Economic Cooperation (中國對外貿易經濟合作部), as appropriate to the context
“National People’s Congress”	the National People’s Congress of the PRC (中國全國人民代表大會)
“new M&A rule”	the Provisions Regarding Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) promulgated on August 8, 2006 by MOFCOM, CSRC and four other PRC regulatory agencies
“New Opportunity”	a new opportunity offered or to be offered by Alibaba Group to us under the Non-Competition Undertaking
“Non-Competition Undertaking”	a non-competition undertaking made by Alibaba Group in favor of our company in connection with the Global Offering

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“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed pursuant to the Hong Kong Public Offering and the International Offering
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares sold pursuant to the exercise of the Over-Allotment Option
“our company”, “we” or “us”	Alibaba.com Limited, an exempted company incorporated on September 20, 2006 under the laws of the Cayman Islands with limited liability and, except where the context otherwise requires, all of its subsidiaries and consolidated affiliates
“Over-Allotment Option”	the option expected to be granted by the Selling Shareholder under the International Placing Agreement to the International Underwriters, exercisable by Morgan Stanley Asia Limited on behalf of the International Underwriters, pursuant to which the Selling Shareholder may be required to sell up to an aggregate of 113,678,000 additional Shares, at the Offer Price to, among other things, cover over-allocations (if any) in the International Offering as described in the section entitled “Structure of the Global Offering”
“paying members”	suppliers who subscribe for fee-based membership packages of our international and China marketplaces
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the People’s Bank of China based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“Pearl River Delta”	the area including, for the purposes of this prospectus only, Guangdong and Fujian provinces
“PRC Enterprise Income Tax Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法)
“PRC Government”, “PRC government”, “state” or “State”	the central government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or, where the context requires, any of them
“PRC Statistics Bureau”	National Bureau of Statistics of China (中國國家統計局)
“PRC Trademark Law”	the Trademark Law of the PRC (中華人民共和國商標法), as amended
“PRC Trademark Office”	the Trademark Office of the SAIC (中國國家工商行政管理總局商標局)

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“Pre-IPO Share Incentive Scheme”	the existing share incentive scheme implemented by Alibaba.com Corporation in relation to our Shares held by it for directors of our company and certain employees of Alibaba Group (including our company) as further described in Appendix VII — “Statutory and General Information” to this prospectus
“Price Determination Date”	the date, expected to be on or about October 27, 2007, on which the pricing of the Offer Shares will be fixed for the purpose of the Offering, and in any event not later than November 5, 2007
“Pyramid Research”	a U.S.-based research and consulting company
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganization”	the restructuring undertaken by Alibaba Group, the particulars of which are described in the section entitled “Our History and Reorganization — Our Reorganization” starting on page 57
“Repurchase Mandate”	the general unconditional mandate relating to the repurchase of our Shares, granted to our directors by our sole shareholder, further details of which are contained in Appendix VII to this prospectus
“RSUs”	restricted share units
“RSU Scheme”	the scheme conditionally adopted by our company to grant RSUs to our employees and other eligible participants pursuant to a resolution passed by our sole shareholder on October 12, 2007 and a resolution of our board on October 12, 2007, further details of which are described in Appendix VII — “Statutory and General Information” to this prospectus
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the PRC State Administration of Foreign Exchange (中國國家外匯管理局)
“SAFE Circular No. 75”	the Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Inbound Investment via Overseas Special Purpose Vehicles (關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知) issued on October 21, 2005 by SAFE
“SAIC”	the PRC State Administration for Industry and Commerce (中國國家工商行政管理總局)
“SARS”	a highly contagious form of atypical pneumonia now known as severe acute respiratory syndrome
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Selling Shareholder”	Alibaba.com Corporation

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“SFDA”	the PRC State Food and Drug Administration (中國國家食品藥品監督管理局)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme conditionally adopted by our company pursuant to a resolution passed by our sole shareholder on October 12, 2007 and a resolution of our board on October 12, 2007, further details of which are described in Appendix VII — “Statutory and General Information” to this prospectus
“Share(s)”	ordinary share(s) with par value of HK\$0.0001 each in the share capital of the Company
“SME” or “SMEs”	small and medium enterprise(s)
“Softbank”	SOFTBANK CORP.
“Stabilizing Manager”	Morgan Stanley Asia Limited
“State Copyright Bureau”	the State Copyright Bureau of the PRC (中國國家版權局)
“State Council”	the State Council of the PRC (中國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement which may be entered into on or about the Price Determination Date between Alibaba.com Corporation and Morgan Stanley & Co. International plc or any of its affiliates
“Structure Contracts”	contracts entered into among Alibaba Hangzhou, its shareholders and the Company as described in the section entitled “Our History and Reorganization — Structure Contracts”
“Taobao”	the consumer e-commerce business operated by Tao Bao (China) Software Co., Ltd. (淘寶(中國)軟件有限公司), a wholly-owned subsidiary of Alibaba Group
“Telecom License Measures”	the Administrative Measures for Telecommunications Businesses Operating Licenses (電信業務經營許可證管理辦法) promulgated by the MII on December 26, 2001 and effective as of January 1, 2002
“Telecommunications Regulations”	the Telecommunications Regulations of the PRC (中華人民共和國電信條例) issued by the State Council on September 25, 2000
“TradeManager”	our instant messaging tool for online communication
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“United States”, “U.S.” or “US”	the United States of America



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“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“WFOEs”	wholly foreign-owned enterprises in the PRC
“White Form eIPO”	applying for Hong Kong Offer Shares to be issued in your own name by submitting applications online through the designated website at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	the White Form eIPO service provider designated by the Company, as specified on the designated website <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“WTO”	the World Trade Organization
“Yahoo!”	Yahoo! Inc.
“Yahoo! China”	the Internet search engine and portal business operated by Inter China Software (Beijing) Co., Ltd. (國風因特軟件(北京)有限公司), Beijing Yahoo! Information Technology Co., Ltd. (北京雅虎網信息技術有限公司), Beijing Yahoo! Consulting Services Co., Ltd. (北京雅虎網諮詢服務有限公司) and Alibaba Technology (Beijing) Co., Ltd. (阿里巴巴科技(北京)有限公司), each a wholly-owned subsidiary of Alibaba Group, and Beijing Alibaba Information Technology Co., Ltd. (北京阿里巴巴信息技術有限公司), a consolidated affiliate of Alibaba Group
“Yangtze River Delta”	the area including, for the purpose of this prospectus only, Zhejiang and Jiangsu provinces and Shanghai municipality

The terms “associate”, “connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules. Unless expressly stated or the context requires otherwise, all references to any shareholdings in our company assume no exercise of the Over-Allotment Option.