



阿里巴巴網絡有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1688)

Nomination Committee's Terms of Reference

Definitions

1. For the purposes of these terms of reference (the **Terms**):

Board means the board of directors of the Company.

Company means Alibaba.com Limited.

Company Secretary means the company secretary of the Company.

Directors means the directors of the Board.

Listing Rules means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

Nomination Committee means the nomination committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Shareholders means the shareholders of the Company.

Constitution

2. The Board has resolved to establish a committee of the Board known as the Nomination Committee and has adopted these Terms as the terms of reference for the Nomination Committee.

Membership

3. The members of the Nomination Committee shall be appointed by the Board from time to time amongst the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors.

4. The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

5. The Company Secretary shall be the secretary of the Nomination Committee. The Nomination Committee may, from time to time, appoint any

other person with the appropriate qualification and experience as secretary of the Nomination Committee.

Frequency and Conduct of Meetings

6. Meeting shall be held at least once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.

7. Notice of any meetings shall be given at least 7 days prior to any such meeting being held, unless all members of the Nomination Committee unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member of the committee shall be deemed waiver of the requisite length of notice by the said member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days. Meeting papers should be sent in full to all members of the Nomination Committee in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by its members).

8. The quorum of the Nomination Committee shall be any two members of the Nomination Committee. Meetings could be held in person, by telephone or by video conference.

9. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the members of the Nomination Committee present. A resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

10. Management of the Company is obliged to supply the Nomination Committee with adequate information, in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Nomination Committee requires more information than is volunteered by the management of the Company, the relevant member of the Nomination Committee should make additional necessary enquiries. Each member of the Nomination Committee shall have separate and independent access to the management of the Company.

Annual General Meeting

11. The chairman of the Nomination Committee, or in his absence, another member of the Nomination Committee, or failing him, his duly appointed alternate, shall attend the annual general meetings of the Company and be available to answer questions thereat on the Nomination Committee's activities and its responsibilities.

Authority

12. The Nomination Committee is authorised by the Board to investigate any activity within these Terms. It is authorised to seek any information it

requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

13. The Nomination Committee is authorised by the Board to obtain outside independent professional advice, at the Company's expenses, and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Nomination Committee shall be provided with sufficient resources to perform its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

Duties

14. The duties of the Nomination Committee shall include:

- (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) giving full consideration to succession planning for Directors in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;
- (c) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
- (d) assessing the independence of independent non-executive Directors;
- (e) before appointments are made by the Board, evaluating the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- (f) keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

- (g) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (h) developing the criteria for identifying and assessing the qualifications of and evaluating the candidates for directorships;
- (i) reviewing annually the time required from non-executive directors and whether the non-executive directors are spending enough time in fulfilling their duties; and
- (j) ensuring that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

15. The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive Directors;
- (b) suitable candidates for the role of independent non-executive Directors;
- (c) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;
- (d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (e) the continuation (or not) in service of any director who has reached the age of 65;
- (f) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
- (g) the appointment or re-appointment of Directors and succession planning of Directors, in particular the chairman and the chief executive.

Reporting procedures

16. Full minutes of the Nomination Committee's meetings shall be kept by a duly appointed secretary of the meeting and shall be available for inspection at any reasonable time on reasonable notice by any Director.

17. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft

and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after such meetings.

18. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless prohibited by applicable laws and regulations.

Terms available

19. The Nomination Committee shall make available these Terms by including them on the Company's website and the Stock Exchange's website.

(Adopted on November 4, 2007 and revised on February 21, 2012)