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(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1688)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Alibaba.com Limited (the “**Company**”) will be held at Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on May 25, 2012 at 9:30 a.m. (Hong Kong time) (or immediately after the meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

THAT:

- (a) for the purposes of giving effect to the scheme of arrangement dated April 24, 2012 (the “**Scheme of Arrangement**”) between the Company and the holders of Scheme Shares (as defined in the Scheme of Arrangement), on the Effective Date (as defined in the Scheme of Arrangement):
 - (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares;
 - (ii) subject to and forthwith upon such reduction of share capital taking effect, the issued share capital of the Company shall be increased to its former amount by the issue of the same number of ordinary shares of HK\$0.0001 each in the capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished; and
 - (iii) the Company shall apply the credit arising in its books of account as a result of such capital reduction in paying up in full at par the new ordinary shares of HK\$0.0001 each in the capital of the Company issued as aforesaid, credited as fully paid, to Alibaba Group Holding Limited; and

- (b) the directors of the Company be and are hereby authorized to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement, including (without limitation) the giving of consent to any modification of or addition to, the Scheme of Arrangement, which the Grand Court of the Cayman Islands may see fit to impose.

By Order of the Board
Alibaba.com Limited
Wong Lai Kin, Elsa
Company Secretary

Dated April 24, 2012

Registered Office

Trident Trust Company (Cayman) Limited
Fourth Floor, One Capital Place
P.O. Box 847GT Grand Cayman
Cayman Islands

Principal Place of Business in Hong Kong

26/F Tower One
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint another person (who must be an individual) to attend and vote instead of him. A proxy need not be a member of the Company, but must attend the extraordinary general meeting in person to represent him.
- (2) A **white** form of proxy for use at the extraordinary general meeting is enclosed with the Scheme Document containing the Scheme of Arrangement dated April 24, 2012 dispatched to members of the Company.
- (3) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding the extraordinary general meeting (or any adjournment thereof) at which the person named in the **white** form of proxy proposes to vote, failing which the form of proxy will not be valid. Completion and return of the form of proxy will not preclude a member from attending the extraordinary general meeting (or any adjournment thereof) and voting in person if he so wishes. In that event his form of proxy will be deemed to have been revoked.
- (4) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named shareholder being the senior.

- (5) Pursuant to article 90 of the articles of association of the Company, a resolution put to the vote of the extraordinary general meeting shall be decided on a poll.
- (6) The register of members of the Company will be closed from May 11, 2012 to May 15, 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the extraordinary general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on May 10, 2012.

As at the date of this announcement, the composition of our board is as follows:

**Chairman and
Non-executive Director**

MA Yun, Jack

Executive Directors

LU Zhaoxi, Jonathan
WU Wei, Maggie
YE Peng

Non-executive Directors

TSAI Chung, Joseph
TSOU Kai-Lien, Rose
OKADA, Satoshi
PENG Yi Jie, Sabrina

Independent Non-executive Directors

NIU Gen Sheng
KWAUK Teh Ming, Walter
TSUEI, Andrew Tien Yuan
KWAN Ming Sang, Savio