



ALIBABA.COM LIMITED

阿里巴巴網絡有限公司

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

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
CAUSE NO. 38 OF 2012**

**IN THE MATTER OF ALIBABA.COM LIMITED
AND**

**IN THE MATTER OF SECTION 86 OF THE COMPANIES LAW (2011 REVISION) OF
THE CAYMAN ISLANDS**

**FORM OF PROXY
FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF
THE GRAND COURT
TO BE HELD AT 9:00 A.M. ON FRIDAY, MAY 25, 2012
(OR AT ANY ADJOURNMENT THEREOF)**

For use at the Court Meeting (or at any adjournment thereof) of the Scheme Shareholders (as defined in the Scheme (defined below)) holding shares of HK\$0.0001 each in the capital of Alibaba.com Limited (the "Company")

I/We ¹, _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.0001 each in the capital of the Company, **HEREBY APPOINT** the Chairman of the Court Meeting or ³ _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting of the Scheme Shareholders convened at the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) to be held at Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, May 25, 2012 at 9:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement dated April 24, 2012 (the "Scheme") between the Company and the holders of Scheme Shares (as defined in the Scheme) as referred to in the notice dated April 24, 2012 convening the Court Meeting, and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme ⁴	AGAINST the Scheme ⁴

Dated this _____ day of _____ 2012 Signature(s) ⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of the Scheme Shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
- If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words "the Chairman of the Court Meeting or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint another person (who must be an individual) as your proxy. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice convening the Court Meeting or abstain.
- This form of proxy must be signed by you or your attorney authorized in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorized.
- In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with Computershare Hong Kong Investor Services Limited, the Hong Kong branch 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 appointed for holding the Court Meeting (or any adjournment thereof) at which the person named in this form of proxy proposes to vote. However, if this form of proxy is not so deposited, it may be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting (or any adjournment thereof) if you so wish. In that event, this form of proxy will be deemed to have been revoked.
- 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.