



ALIBABA.COM LIMITED
阿里巴巴網絡有限公司

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

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING ON
 FRIDAY, MAY 25, 2012 (OR AT ANY ADJOURNMENT THEREOF)**

For use at the Extraordinary General Meeting (or at any adjournment thereof) of the holders of 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 Extraordinary General Meeting
 or ³ _____
 of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the holders of shares of HK\$0.0001 each in the capital of the Company (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 9:30 a.m. (Hong Kong time) (or as soon thereafter as the Court Meeting of certain holders of the shares of HK\$0.0001 each in the capital of the Company convened at 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 special resolution set out in the Notice dated April 24, 2012 convening the Extraordinary General Meeting and at such Extraordinary General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the special resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	FOR ⁴	AGAINST ⁴
SPECIAL RESOLUTION (Approval of share capital reduction)		

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 shares of HK\$0.0001 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, please strike out the words "the Chairman of the Extraordinary General 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) to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Extraordinary General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK THE BOX MARKED "AGAINST".** 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 Extraordinary General Meeting other than that referred to in the Notice convening the Extraordinary General Meeting or abstain.
- This form of proxy must be signed by you or your attorney authorised 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 authorised.
- The Special Resolution will be put to vote by way of poll at the Extraordinary General Meeting. Every member of the Company present in person (or being a corporation, is present by its duly authorized representative), or by proxy shall have one vote for every fully paid share of which he/they is/are the holder.
- In order to be valid, this 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 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 for holding the Extraordinary General Meeting (or any adjournment thereof) at which the person named in this 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 you from attending the Extraordinary General Meeting (or any adjournment thereof) and voting in person 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.