

**Form of Certification of Persons Presenting HK Shares of Alibaba Group Holding Limited
for Deposit Under the Deposit Agreement**

Citibank, N.A. – DR Services Department
388 Greenwich Street
New York, New York 10013
Attn: Account Management

Alibaba Group Holding Limited - Deposit of HK Shares

We refer to the Deposit Agreement, dated as of September 24, 2014 and as amended and supplemented from time to time (as so amended and supplemented, the “Deposit Agreement”), by and among Alibaba Group Holding Limited, an exempted company incorporated under the laws of the Cayman Islands (the “Company”), Citibank, N.A., as Depositary (the “Depositary”), and the Holders and Beneficial Owners of American Depositary Shares (collectively, the “ADSs”) issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement. A copy the Deposit Agreement is on file with the Securities and Exchange Commission as an exhibit to Registration Statement on Form F-6 (Reg No. 333-231579) and can be retrieved from the Securities and Exchange Commission’s website at www.sec.gov.

1. This certification is furnished in connection with the deposit of Shares (the “Deposited Shares”) in Hong Kong and the issuance of ADSs pursuant to Sections 2.3 and 3.1 of the Deposit Agreement.

2. The undersigned certifies that:

(a) the undersigned is not the Company or an “Affiliate” (as such term is defined in the Deposit Agreement and hereinafter used as so defined) of the Company and that, if the undersigned is acting on behalf of another person, such person is not the Company and has confirmed to the undersigned that it is not an Affiliate of the Company and that it is not acting on behalf of the Company or an Affiliate of the Company,

AND

(b) the Deposited Shares are not and upon deposit shall not be, and the ADSs issued in respect of the Deposited Shares shall not be, “Restricted Securities” (as such term is defined in the Deposit Agreement and hereinafter used as so defined),

AND

- (c) the Deposited Shares were acquired, directly or indirectly, either:
- (i) in an open market transaction executed on, or in a direct business transaction between a broker/dealer and its client that is reported by the broker to, the Hong Kong Stock Exchange, or in an open market transaction in ADS form on The New York Stock Exchange prior to conversion into Hong Kong Shares, or
 - (ii) in a transaction registered with the U.S. Securities and Exchange Commission (“SEC”) under the U.S. Securities Act of 1933, as amended (“Securities Act”), including Deposited Shares acquired as part of the Company’s equity incentive plans, and as part of any public offerings by the Company, registered with the SEC,¹ or
 - (iii) in a transaction exempt from registration with the SEC under the Securities Act and the applicable “*restricted period*” or “*distribution compliance period*” has elapsed.²

The undersigned confirms the deemed representations and warranties of persons depositing Shares under the Deposit Agreement, which provide that (i) such Shares and the certificates therefor are duly authorized, validly issued, fully paid, non-assessable and legally obtained by such person, (ii) all preemptive (and similar) rights, if any, with respect to such Shares have been validly waived or exercised, (iii) the person making such deposit is duly authorized so to do, (iv) the Shares presented for deposit are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim, and (v) the Shares presented for deposit have not been stripped of any rights or entitlements. Such representations and warranties shall survive the deposit and withdrawal of Shares, the issuance and cancellation of ADSs in respect thereof and the transfer of such ADSs. If any such representations or warranties are false in any way, the Company and the Depositary shall be authorized, at the cost and expense of the person depositing Shares, to take any and all actions necessary to correct the consequences thereof.

The undersigned understands that the Depositary will be relying on the certifications contained herein in issuing the ADSs in respect of the Deposited Shares upon the terms of the Deposit Agreement.

¹ Please check the applicable acquisition documents for reference or contact Citibank, N.A., the depositary bank for the ADSs, at drcerts@citi.com.

² If you acquired the Subject Shares from the Company as a “*non-U.S. person located outside the U.S.*” in a transaction exempt from registration with the SEC under Regulation S under the Securities Act, the “*distribution compliance period*” is probably 40 days from the date of acquisition. Please check the applicable acquisition documents for reference or contact the Citibank.

If you acquired the Subject Shares from the Company in a “*private placement*” transaction exempt from registration with the SEC under Section 4(a)(2) of the Securities Act, the applicable “*restricted period*” is probably one (1) year from the date of acquisition. Please check the applicable acquisition documents for reference or contact the Company.

Very truly yours,

[Name of Certifying Person or Entity]

By: _____
Name:
Title:
Date: