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We have one class of shares, and each holder of our shares is entitled to one vote per share. As the Alibaba Partnership’s director nomination rights are categorized as a weighted voting rights structure (the “**WVR structure**”) under the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (“**Hong Kong Listing Rules**”), we are deemed as a company with a WVR structure. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a WVR structure. Our American depository shares, each representing eight of our shares, are listed on the New York Stock Exchange in the United States under the symbol BABA.



Alibaba Group
阿里巴巴集团

Alibaba Group Holding Limited
阿里巴巴集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9988)

**VOLUNTARY ANNOUNCEMENT
AND
OVERSEAS REGULATORY ANNOUNCEMENT**

PRICING OF OFFERING OF US\$5 BILLION SENIOR UNSECURED NOTES

The board of directors of Alibaba Group Holding Limited (the “**Company**”) are making this announcement pursuant to Rule 13.10B of the Hong Kong Listing Rules.

We filed a Form 6-K with the Securities and Exchanges Commission of the United States (“**SEC**”) in connection with the announcement on the pricing of an underwritten registered public offering of US\$5 billion aggregate principal amount of U.S. dollar-denominated senior unsecured notes (the “**Notes**”), including the sustainability notes being issued under its sustainable finance framework as identified below, consisting of:

US\$1,500,000,000 2.125% notes due 2031 at an issue price per note of 99.839%;

US\$1,000,000,000 2.700% notes due 2041 at an issue price per note of 99.265% (the “**Sustainability Notes**”);

US\$1,500,000,000 3.150% notes due 2051 at an issue price per note of 99.981%; and

US\$1,000,000,000 3.250% notes due 2061 at an issue price per note of 99.978%.

The offering is expected to close on February 9, 2021, subject to customary closing conditions.

The Company intends to use the net proceeds of the sale of the Notes (excluding the Sustainability Notes) for general corporate purposes, including working capital needs, repayment of offshore debt and potential acquisitions of or investments in complementary businesses, and use the net proceeds of the sale of the Sustainability Notes to finance or refinance, in whole or in part, one or more of its new or existing eligible projects (the “**Eligible Projects**”) in accordance with its sustainable finance framework as described in the preliminary prospectus supplement and the final prospectus supplement, when available, relating to the offering. Examples of Eligible Projects include those in the sectors of green buildings, energy efficiency, COVID-19 crisis response, renewable energy and circular economy and design.

This announcement contains information about the pending offering of the Notes, and there can be no assurance that the offering will be completed.

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. An automatic shelf registration statement (including a prospectus) relating to the offering of debt securities was filed with the SEC on February 2, 2021 and became effective upon filing. The offering of the Notes will be made only by means of a prospectus included in that registration statement, the preliminary prospectus supplement and the final prospectus supplement, when available.

This announcement may contain statements that constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Words such as “propose,” “intend,” and similar expressions are intended to identify forward-looking statements. Investors are cautioned that any such forward-looking statements, including statements related to the expectations regarding the size, tranching, timing and completion of the Company’s proposed offering, are not guarantees of future performance, results or the completion of any offering on any announced terms, or at all, and involve risks and uncertainties, and that actual results, developments or timing of events may differ materially from those in the forward-looking statements as a result of various factors, including financial community and rating agency perceptions of the Company and its business, operations, financial condition and the industries in which it operates, market conditions, the satisfaction of customary closing conditions related to the proposed offering and the factors described in the Company’s filings with the SEC, including the section titled “Risk Factors” in the preliminary prospectus supplement, the final prospectus supplement and the accompanying prospectus and the exhibits titled “Updated Information Relating to Alibaba Group”, “Updated Risk Factors,” “Updated Part I, Item 5. Operating and Financial Review and Prospects – A. Operating Results, from the Company’s Annual Report on Form 20-F for the year ended March 31, 2020, as filed with the SEC on July 9, 2020,” and “Operating and Financial Review and Prospects for the six months ended September 30, 2020” to the Company’s current reports on

form 6-K which are incorporated by reference in the preliminary prospectus supplement, the final prospectus supplement and accompanying prospectus. The Company disclaims any obligation to update any forward-looking statements contained herein, except as required under applicable law.

By order of the Board
Alibaba Group Holding Limited
Timothy A. STEINERT
Secretary

Hong Kong, February 5, 2021

As at the date of this announcement, our board of directors is comprised of Mr. Daniel Yong ZHANG as the chairman, Mr. Joseph C. TSAI, Ms. Maggie Wei WU, Mr. J. Michael EVANS, Mr. Eric Xiandong JING and Mr. Kabir MISRA as directors, and Mr. Chee Hwa TUNG, Mr. Walter Teh Ming KWAUK, Mr. Jerry YANG, Mr. E. Börje EKHOLM and Ms. Wan Ling MARTELLO as independent directors.