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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 (the “**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 depositary shares, each representing eight of our shares, are listed on the New York Stock Exchange in the United States under the symbol BABA.



Alibaba

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)

OVERSEAS REGULATORY ANNOUNCEMENT

We are making this announcement pursuant to Rule 13.10B of the Hong Kong Listing Rules.

We filed a Form S-8 with the Securities and Exchange Commission of the United States, a registration statement pursuant to Rule 416(a) of the U.S. Securities Act of 1933 in relation to the registration of an additional 200,000,000 ordinary shares, par value US\$0.000003125 per share, issuable under our 2014 Post-IPO Equity Incentive Plan to prevent stock splits, stock dividends or similar transactions. For details of our filing, please refer to the attached Form S-8.

By order of the Board
Alibaba Group Holding Limited
Kevin Jinwei ZHANG
Secretary

Hong Kong, June 9, 2023

As at the date of this announcement, our board of directors comprises Mr. Daniel Yong ZHANG as the chairman, Mr. Joseph C. TSAI, Mr. J. Michael EVANS and Ms. Maggie Wei WU as directors, and Mr. Jerry YANG, Ms. Wan Ling MARTELLO, Mr. Weijian SHAN, Ms. Irene Yun-Lien LEE, Mr. Albert Kong Ping NG and Mr. Kabir MISRA as independent directors.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Alibaba Group Holding Limited

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
Incorporation or Organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**26/F Tower One, Times Square
1 Matheson Street
Causeway Bay
Hong Kong
+852-2215-5100**

(Address of registrant's principal executive offices)

2014 Post-IPO Equity Incentive Plan
(Full title of the Plan)

**Corporation Service Company
19 West 44th Street, Suite 200
New York, New York 10036
(800) 927-9800**

(Name address and telephone number of agent for service)

Copies to:

**Toby Hong Xu, Chief Financial Officer
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1 Matheson Street, Causeway Bay
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**Kevin P. Kennedy, Esq.
Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, California 94304
U.S.A.
650-251-5000**

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 200,000,000 ordinary shares, par value US\$0.000003125 per share, of the Registrant, that are issuable under the Registrant's 2014 Post-IPO Equity Incentive Plan. These 200,000,000 ordinary shares are additional securities of the same class as other securities for which original registration statements (File No. 333-199133, File No. 333-214595, File No. 333-219292, File No. 333-226521, File No. 333-233794, File No. 333-248584, File No. 333-259186 and File No. 333-265439) on Form S-8 were respectively filed with the Securities and Exchange Commission (the "Commission") on [October 3, 2014](#), [November 14, 2016](#), [July 14, 2017](#), [August 2, 2018](#), [September 16, 2019](#), [September 3, 2020](#), [August 31, 2021](#) and [June 6, 2022](#). Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statements are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference herein:

- a. [The Registrant's annual report on Form 20-F filed with the Commission on July 26, 2022, which includes audited financial statements for the year ended March 31, 2022; and](#)
- b. The description of the Registrant's Ordinary Shares contained in its Registration Statement on [Form 8-A \(Registration No. 001-36614\) filed with the Commission on September 8, 2014](#) pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which incorporates by reference the description of the Registrant's Ordinary Shares set forth in the Registrant's Registration Statement on [Form F-1 \(Registration No. 333-195736\), as amended, originally filed with the Commission on May 6, 2014](#), including any amendments or reports filed for the purpose of updating such description.

All documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. Exhibits

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hong Kong, on June 8, 2023.

Alibaba Group Holding Limited

By: /s/ Kevin Jinwei ZHANG

Name: Kevin Jinwei ZHANG

Title: Company Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Daniel Yong Zhang, Joseph C. Tsai, Toby Hong Xu and Sara Siying Yu, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution and re-substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated and on June 8, 2023.

<u>Signature</u>	<u>Capacity</u>
<u>/s/ Daniel Yong ZHANG</u> Daniel Yong ZHANG	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Joseph C. TSAI</u> Joseph C. TSAI	Executive Vice Chairman
<u>/s/ J. Michael EVANS</u> J. Michael EVANS	Director and President
<u>/s/ Maggie Wei WU</u> Maggie Wei WU	Director
<u>/s/ Jerry YANG</u> Jerry YANG	Independent Director
<u>/s/ Wan Ling MARTELLO</u> Wan Ling MARTELLO	Independent Director
<u>/s/ Weijian SHAN</u> Weijian SHAN	Independent Director
<u>/s/ Irene Yun-Lien LEE</u> Irene Yun-Lien LEE	Independent Director
<u>/s/ Albert Kong Ping NG</u> Albert Kong Ping NG	Independent Director
<u>/s/ Kabir MISRA</u> Kabir MISRA	Independent Director
<u>/s/ Toby Hong XU</u> Toby Hong XU	Chief Financial Officer (Principal Financial and Accounting Officer)

Signature of authorized representative in the United States

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Alibaba Group Holding Limited has signed this registration statement or amendment thereto in the city of Newark, State of Delaware, on June 8, 2023.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
<u>4.1</u>	<u>Amended and Restated Memorandum and Articles of Association of the Registrant as currently in effect (incorporated by reference to Exhibit 1.1 of annual report on Form 20-F (Registration No. 001-36614) filed with the Securities and Exchange Commission on July 26, 2022)</u>
<u>5.1*</u>	<u>Opinion of Maples and Calder (Hong Kong) LLP</u>
<u>10.1</u>	<u>Second Amended and Restated 2014 Post-IPO Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of registration statement on Form S-8 (File No. 333-265439) filed with the Securities and Exchange Commission on June 6, 2022)</u>
<u>23.1*</u>	<u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u>
<u>23.2*</u>	<u>Consent of PricewaterhouseCoopers — Independent Registered Public Accounting Firm</u>
<u>24.1*</u>	<u>Powers of Attorney (included on the signature page in Part II of this Registration Statement)</u>
<u>107*</u>	<u>Filing Fee Table</u>

*Filed herewith.



Our ref RDS/604743-000001/26525957v2

Alibaba Group Holding Limited
26/F Tower One, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

8 June 2023

Dear Sirs

Alibaba Group Holding Limited (the "Company")

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on 8 June 2023 (the "**Registration Statement**") relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 200,000,000 ordinary shares, par value US\$0.000003125 per share (the "**Shares**"), issuable by the Company pursuant to the Company's amended and restated 2014 Post-IPO Equity Incentive Plan, as amended from time to time (the "**Plan**").

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the amended and restated memorandum and articles of association of the Company adopted by special resolution passed on September 30, 2020 (the "**Memorandum and Articles**"), and the minutes (or certified extracts thereof) of the meetings of the directors of the Company held on 2 September 2014 and 17 May 2023 (the "**Minutes**").

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorised.
2. When issued and paid for in accordance with the terms of the Plan and in accordance with the resolutions set out in the Minutes, and appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non-assessable.

Maples and Calder (Hong Kong) LLP

26th Floor Central Plaza 18 Harbour Road Wanchai Hong Kong

Tel +852 2522 9333 Fax +852 2537 2955 maples.com

Resident Hong Kong Partners: Everton Robertson (Cayman Islands), Aisling Dwyer (British Virgin Islands)
Ann Ng (Victoria (Australia)), John Trehey (New Zealand), Matthew Roberts (Western Australia (Australia)), Terence Ho (New South Wales (Australia))
L.K. Kan (England and Wales), W.C. Pao (England and Wales), Richard Spooner (England and Wales), Sharon Yap (New Zealand), Nick Stern (England and Wales)
Juno Huang (Queensland (Australia)), Karen Pallas (Victoria (Australia)), Jocelyne Ainley (England and Wales), Andrew Wood (England and Wales)

Non-Resident Partners: Jonathan Green (Cayman Islands), Kieran Walsh (Cayman Islands)

Cayman Islands Attorneys at Law | British Virgin Islands Solicitors | Irish Solicitors

In this opinion letter, the phrase "non-assessable" means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Act (As Revised) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act (As Revised) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the resolutions contained in the Minutes were duly passed in the manner prescribed in the memorandum and articles of association of the Company effective at the relevant time (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out above, (g) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out above, and (h) upon the issue of any Shares, the consideration received by the Company shall be not less than the par value of such Shares.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Alibaba Group Holding Limited of our report dated July 26, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Alibaba Group Holding Limited's Annual Report on Form 20-F for the year ended March 31, 2022.

/s/ PricewaterhouseCoopers
Hong Kong, June 8, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Alibaba Group Holding Limited
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value US\$0.000003125 per share ⁽²⁾	Other	200,000,000 shares ⁽³⁾	US\$ 10.21 ⁽⁴⁾	US\$ 2,042,000,000	US\$110.20 per US\$1,000,000	US\$ 225,028.40
Total Offering Amounts					US\$ 2,042,000,000		US\$ 225,028.40
Total Fee Offsets							US\$ 0.00
Net Fee Due							US\$ 225,028.40

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the Registration Statement to which this exhibit 107 is a part includes an indeterminate number of additional ordinary shares, par value US\$0.000003125 per share (the “Ordinary Shares”) of Alibaba Group Holding Limited (the “Company” or “Registrant”), which may be offered and issued under the Registrant’s 2014 Post-IPO Equity Incentive Plan (the “2014 Plan”) to prevent dilution from stock splits, stock dividends or similar transactions.
- (2) These Ordinary Shares may be represented by the Registrant’s American depositary shares (“ADSs”), each of which represents eight Ordinary Shares. ADSs issuable upon deposit of the securities registered hereby have been registered under separate registration statements on Form F-6 (Registration No. 333-198401, Registration No. 333-231579 and Registration No. 333-262511).
- (3) Represents additional Ordinary Shares reserved for issuance under the 2014 Plan pursuant to the 2014 Plan’s evergreen provision.
- (4) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant’s ADSs as reported on the New York Stock Exchange on June 1, 2023 divided by eight, the then Ordinary Share-to-ADS ratio.