

**Alibaba Group Holding Limited**  
**Pricing Term Sheet**  
**November 20, 2014**

<b>Issuer:</b>	Alibaba Group Holding Limited	
<b>Notes Offered:</b>	US\$300,000,000 Floating Rate Senior Notes due 2017 (the “2017 Floating Rate Notes”) US\$1,000,000,000 1.625% Senior Notes due 2017 (the “2017 Fixed Rate Notes”) US\$2,250,000,000 2.500% Senior Notes due 2019 (the “2019 Fixed Rate Notes”) US\$1,500,000,000 3.125% Senior Notes due 2021 (the “2021 Fixed Rate Notes”) US\$2,250,000,000 3.600% Senior Notes due 2024 (the “2024 Fixed Rate Notes”) US\$700,000,000 4.500% Senior Notes due 2034 (the “2034 Fixed Rate Notes”) <sup>1</sup>	
<b>Issue Prices:</b>	100.000% for the 2017 Floating Rate Notes 99.889% for the 2017 Fixed Rate Notes 99.618% for the 2019 Fixed Rate Notes 99.558% for the 2021 Fixed Rate Notes 99.817% for the 2024 Fixed Rate Notes 99.439% for the 2034 Fixed Rate Notes in each case, plus accrued interest, if any, from November 28, 2014	
<b>Maturity Dates:</b>	2017 Floating Rate Notes:	November 28, 2017
	2017 Fixed Rate Notes:	November 28, 2017
	2019 Fixed Rate Notes:	November 28, 2019
	2021 Fixed Rate Notes:	November 28, 2021
	2024 Fixed Rate Notes:	November 28, 2024
	2034 Fixed Rate Notes:	November 28, 2034
<b>Coupon:</b>	2017 Floating Rate Notes:	Three-month LIBOR plus 0.520% per annum
	2017 Fixed Rate Notes:	1.625% per annum
	2019 Fixed Rate Notes:	2.500% per annum
	2021 Fixed Rate Notes:	3.125% per annum
	2024 Fixed Rate Notes:	3.600% per annum
	2034 Fixed Rate Notes:	4.500% per annum
<b>Interest Payment Dates:</b>	2017 Floating Rate Notes:	February 28, May 28, August 28 and November 28 of each year, commencing February 28, 2015, and at maturity.
	Fixed Rate Notes:	May 28 and November 28 of each year, commencing May 28, 2015, and at maturity.
<b>Record Dates:</b>	2017 Floating Rate Notes:	February 13, May 13, August 13 and November 13 of each year.
	Fixed Rate Notes:	May 13 and November 13 of each year.

<sup>1</sup> The 2017 Fixed Rate Notes, the 2019 Fixed Rate Notes, the 2021 Fixed Rate Notes, the 2024 Fixed Rate Notes and the 2034 Fixed Rate Notes are hereinafter referred to as the “Fixed Rate Notes,” and the 2017 Floating Rate Notes and the Fixed Rate Notes are hereinafter collectively referred to as the “Notes.”

<b>Re-offer Yield:</b>	1.663% for the 2017 Fixed Rate Notes 2.582% for the 2019 Fixed Rate Notes 3.196% for the 2021 Fixed Rate Notes 3.622% for the 2024 Fixed Rate Notes 4.543% for the 2034 Fixed Rate Notes
<b>Treasury Spread:</b>	0.700% for the 2017 Fixed Rate Notes vs. UST 0.875% due November 2017 0.950% for the 2019 Fixed Rate Notes vs. UST 1.500% due October 2019 1.150% for the 2021 Fixed Rate Notes vs. UST 2.000% due October 2021 1.280% for the 2024 Fixed Rate Notes vs. UST 2.250% due November 2024 1.480% for the 2034 Fixed Rate Notes vs. UST 3.125% due August 2044
<b>Trade Date:</b>	November 20, 2014
<b>Settlement Date:</b>	November 28, 2014 (T+5)
<b>Denominations:</b>	US\$200,000 and integral multiples of US\$1,000 above that amount.
<b>Optional Redemption:</b>	2017 Floating Rate Notes: No optional redemption prior to maturity.  The Issuer may redeem the 2017 Fixed Rate Notes at any time, the 2019 Fixed Rate Notes at any time prior to October 28, 2019, the 2021 Fixed Rate Notes at any time prior to September 28, 2021, the 2024 Fixed Rate Notes at any time prior to August 28, 2024 and the 2034 Fixed Rate Notes at any time prior to May 28, 2034, in each case, in whole or in part, at a price equal to the greater of (i) 100% of the principal amount of the applicable Notes to be redeemed, and (ii) the make-whole amount (as defined below), plus, in each case, accrued and unpaid interest, if any, to (but not including) the redemption date. The Issuer may also redeem the 2019 Fixed Rate Notes, at any time from or after October 28, 2019, the 2021 Fixed Rate Notes, at any time from or after September 28, 2021, the 2024 Fixed Rate Notes at any time from or after August 28, 2024 and the 2034 Fixed Rate Notes at any time from or after May 28, 2034, in each case, in whole or in part, upon giving not less than 30 nor more than 60 days' notice, at 100% of the principal amount of the applicable Notes to be redeemed, plus accrued and unpaid interest, if any, to (but not including) the redemption date.
<b>Make-Whole Amount:</b>	The amount determined by the Trustee on the fifth Business Day before the redemption date equal to the sum of (i) the present value of the principal amount of the applicable Notes to be redeemed, assuming a scheduled repayment thereof on the stated maturity date, plus (ii) the present value of the remaining scheduled payments of interest on such Notes to and including the stated maturity date (exclusive of interest accrued to the redemption date), in each case discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months and, in the case of an incomplete month, the actual number of days elapsed) at the Treasury Yield plus 10 basis points in the case of the 2017 Fixed Rate Notes, 15 basis points in the case of the 2019 Fixed Rate Notes, 20 basis points in the case of the 2021 Fixed Rate Notes, 20 basis points in the case of the 2024 Fixed Rate Notes and 25 basis points in the case of the 2034 Fixed Rate Notes.
<b>Distribution:</b>	Rule 144A/Regulation S with SEC registration rights

<b>Listing:</b>	Application will be made to The Stock Exchange of Hong Kong Limited (the “SEHK”) for the listing of, and permission to deal in the Notes by way of debt issues to professional investors only. No assurance is made that the application to the SEHK will be approved. The offering and settlement of the notes are not conditional on obtaining such listing. For so long as any of the Notes are listed on the SEHK and the rules of the SEHK so require, such Notes will be traded on the SEHK in a minimum board lot size of US\$200,000.
<b>Ratings:</b>	“A1” by Moody’s, “A+” by Standard & Poor’s and “A+” by Fitch
<b>Governing Law:</b>	The Notes and the indenture governing the Notes will be governed by New York law.
<b>Identification Numbers for the 2017 Floating Rate Notes:</b>	<p>Rule 144A Global Certificates  Common Code: 114446696  CUSIP:01609W AF9  ISIN: US01609WAF95</p> <p>Regulation S Global Certificates  Common Code: 114446700  CUSIP:G01719 AD8  ISIN: USG01719AD80</p>
<b>Identification Numbers for the 2017 Fixed Rate Notes:</b>	<p>Rule 144A Global Certificates  Common Code: 114446602  CUSIP:01609W AD4  ISIN: US01609WAD48</p> <p>Regulation S Global Certificates  Common Code: 114446653  CUSIP:G01719 AC0  ISIN: USG01719AC08</p>
<b>Identification Numbers for the 2019 Fixed Rate Notes:</b>	<p>Rule 144A Global Certificates  Common Code: 114117218  CUSIP:01609W AB8  ISIN: US01609WAB81</p> <p>Regulation S Global Certificates  Common Code: 114117498  CUSIP:G01719 AB2  ISIN: USG01719AB25</p>
<b>Identification Numbers for the 2021 Fixed Rate Notes:</b>	<p>Rule 144A Global Certificates  Common Code: 114047040  CUSIP:01609W AA0  ISIN: US01609WAA09</p> <p>Regulation S Global Certificates  Common Code: 114047104  CUSIP:G01719 AA4  ISIN: USG01719AA42</p>

<b>Identification Numbers for the 2024 Fixed Rate Notes:</b>	Rule 144A Global Certificates Common Code: 114337471 CUSIP: 01609W AH5 ISIN: US01609WAH51
	Regulation S Global Certificates Common Code: 114338826 CUSIP: G01719 AE6 ISIN: USG01719AE63
<b>Identification Numbers for the 2034 Fixed Rate Notes:</b>	Rule 144A Global Certificates Common Code: 114338184 CUSIP: 01609W AJ1 ISIN: US01609WAJ18
	Regulation S Global Certificates Common Code: 114339989 CUSIP: G01719 AF3 ISIN: USG01719AF39
<b>Joint Book-Running Managers:</b>	Morgan Stanley & Co. International plc, Citigroup Global Markets Inc., Deutsche Bank AG, Singapore Branch, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC and Goldman Sachs (Asia) L.L.C.
<b>Co-Managers:</b>	BNP Paribas, acting through its Hong Kong branch, DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, ING Bank N.V., Singapore Branch and Mizuho Securities USA Inc.
<b>Use of Proceeds:</b>	The estimated net proceeds of the sale of the Notes after deducting fees, commissions and other estimated expenses payable in connection with this offering will be approximately US\$7,945 million. We intend to use the net proceeds of the offering, together with cash on hand, to repay our existing term facility.
<b>Offering Documents:</b>	Preliminary Offering Memorandum, dated November 13, 2014 Final Offering Memorandum, dated November 20, 2014 Final Pricing Term Sheet, dated November 20, 2014

## RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth the Issuer's unaudited consolidated ratio of earnings to fixed charges for each of the periods indicated. The ratio of earnings to fixed charges is calculated by dividing earnings by fixed charges on a historical basis, in each case for the period indicated. For this purpose, fixed charges consist of interest expense (including amortization of capitalized expenses related to indebtedness), capitalized interest and an estimate of the interest within rental expense. Earnings consist of income before income tax and share of results of equity investees, fixed charges less capitalized interest and distributed income of equity investees, minus capitalized interest.

	Year ended					Six months ended	
	Mar. 31, 2010 <sup>(1)</sup>	Mar. 31, 2011	Mar. 31, 2012	Mar. 31, 2013	Mar. 31, 2014	Sep. 30, 2014	Sep. 30, 2014 (pro forma) <sup>(2)</sup>
Ratio of earnings to fixed charges.....	—	38.9	43.6	6.8	13.8	14.4	15.4

<sup>(1)</sup> For purposes of computing this ratio for the year ended March 31, 2010, the Issuer's earnings were insufficient to cover fixed charges by RMB289 million.

<sup>(2)</sup> Reflects (i) the issuance of the Notes and the net proceeds of approximately US\$7,945 million the Issuer expects to receive from the issuance of the Notes (after deducting fees, commissions and other estimated expenses in connection with this offering) and (ii) the application of such net proceeds, together with cash on hand, to the repayment of the Issuer's existing term facility.

## CAPITALIZATION

The following table sets forth the Issuer's capitalization as of September 30, 2014 presented on:

- an actual basis; and
- as adjusted as of September 30, 2014 to give effect to (i) the issuance of the Notes and the net proceeds of approximately US\$7,945 million the Issuer expects to receive from the issuance of the Notes (after deducting fees, commissions and other estimated expenses in connection with this offering) and (ii) the application of such net proceeds, together with cash on hand, to the repayment of the Issuer's existing term facility.

	As of September 30, 2014			
	Actual		As adjusted	
	RMB	US\$	RMB	US\$
	(in millions)			
Cash and cash equivalents and short-term investments <sup>(1)</sup>	109,911	17,906	109,720	17,875
Short-term debt				
Current bank borrowings <sup>(2)</sup>	3,767	614	3,767	614
Secured borrowings <sup>(2)</sup>	10,584	1,724	10,584	1,724
Total short-term debt	14,351	2,338	14,351	2,338
Long-term debt				
Non-current bank borrowings	49,542	8,071	1,223	199
Notes issued in connection with this offering	—	—	49,045	7,990
Total long-term debt	49,542	8,071	50,268	8,189
Total mezzanine equity	336	55	336	55
Total Alibaba Group Holding Limited shareholders' equity <sup>(3)</sup>	124,656	20,309	123,755	20,162
Total capitalization <sup>(4)</sup>	174,534	28,435	174,359	28,406

<sup>(1)</sup> Includes both cash and cash equivalents and short-term investments, which primarily comprise fixed deposits with original maturities of between three months and one year.

<sup>(2)</sup> In connection with the sale of the Issuer's SME loan business as part of the restructuring of the Issuer's relationship with Ant Financial Services, certain current bank borrowings and secured borrowings will be transferred to Ant Financial Services or wound down upon the closing of the transactions contemplated under the 2014 SAPA. As of September 30, 2014, such current bank borrowings and secured borrowings were RMB2,300 million (US\$375 million) and RMB10,584 million (US\$1,724 million), respectively.

<sup>(3)</sup> Shareholders' equity as adjusted reflects the write-off of unamortized debt issue costs of RMB901 million (US\$147 million) as of September 30, 2014 relating to the repayment of the existing US\$8.0 billion term facility.

<sup>(4)</sup> Equals the sum of long-term debt, total mezzanine equity and total Alibaba Group Holding Limited shareholders' equity.

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A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The information contained herein does not constitute an offer to sell or the solicitation of an offer to buy the securities in the United States or any other jurisdiction. The securities described herein have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction in the United States and may not be offered or sold, directly or indirectly, into the United States or for the account or benefit of a U.S. person (as defined in Regulation S under the Securities Act) unless the securities are so registered or an exemption from the registration requirements is available.

The information in this pricing term sheet supplements the preliminary offering memorandum, dated November 13, 2014, relating to the Notes (the “Preliminary Offering Memorandum”) and supersedes the information in the Preliminary Offering Memorandum to the extent inconsistent with the information therein. This pricing term sheet is qualified in its entirety by reference to the Preliminary Offering Memorandum. Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Offering Memorandum.