

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 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 (HKD Counter) and 89988 (RMB Counter))

OVERSEAS REGULATORY ANNOUNCEMENT

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

We filed an amendment to Form 20-F on February 23, 2024 (U.S. Eastern Time) with the Securities and Exchange Commission of the United States in relation to the Company’s annual report on Form 20-F for the fiscal year ended March 31, 2023 to amend the Item 16I therein. For details, please refer to the attached amendment to Form 20-F.

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

Hong Kong, February 25, 2024

As at the date of this announcement, our board of directors comprises Mr. Joseph C. TSAI as the chairman, Mr. Eddie Yongming WU, 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 20-F/A

(Amendment No. 1)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number 001-36614

Alibaba Group Holding Limited

(Exact name of Registrant as specified in its charter)

Cayman Islands

(Jurisdiction of incorporation or organization)

**26/F Tower One, Times Square
1 Matheson Street, Causeway Bay
Hong Kong S.A.R.
People's Republic of China**

(Address of principal executive offices)

**Toby Hong Xu, Chief Financial Officer
Telephone: +852-2215-5100
Facsimile: +852-2215-5200
Alibaba Group Holding Limited
26/F Tower One, Times Square
1 Matheson Street, Causeway Bay
Hong Kong S.A.R.
People's Republic of China**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Ordinary Shares, par value US\$0.000003125 per share	9988 (HKD Counter) 89988 (RMB Counter)	The Stock Exchange of Hong Kong Limited
American Depositary Shares, each representing eight Ordinary Shares	BABA	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 20,526,017,712 Ordinary Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer
Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 13(a) of the Exchange Act

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

Auditor Name: PricewaterhouseCoopers

Auditor Location: Hong Kong

PCAOB ID: 1389

EXPLANATORY NOTE

Alibaba Group Holding Limited (the “Company”) is filing this Amendment No. 1 (this “Amendment”) to its Annual Report on Form 20-F for the fiscal year ended March 31, 2023, as initially filed with the U.S. Securities and Exchange Commission (the “SEC”) on July 21, 2023 (the “Initial Filing”), solely for the purpose of amending and restating in its entirety “Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections” in the Initial Filing in response to certain comments from the staff of the SEC.

This Amendment speaks as of July 21, 2023, the date of the Initial Filing. Except as set forth above, this Amendment does not amend, update or restate in any way the financial statements, any other item or disclosure contained in the Initial Filing. As a result, this Amendment does not reflect any event that has occurred after July 21, 2023. Accordingly, this Amendment should be read in conjunction with the Initial Filing as well as the Company’s other filings with, and reports furnished to, the SEC after July 21, 2023.

As required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended, the Company is filing or furnishing the certifications required under Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002 as exhibits to this Amendment.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

(a) Please see the Certification by the Chief Executive Officer Pursuant to Item 16I(a) of Form 20-F, which has been furnished as Exhibit 15.4 to this annual report.

(b) On December 16, 2021, the PCAOB issued a report notifying the SEC of its determination that it is unable to inspect or investigate completely registered public accounting firms headquartered in Chinese mainland or Hong Kong, including our independent registered public accounting firm, PricewaterhouseCoopers.

On August 22, 2022, the SEC added Alibaba Group Holding Limited to its conclusive list of issuers identified under the HFCA Act, following the filing of our annual report on Form 20-F for the fiscal year ended March 31, 2022.

On December 15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in Chinese mainland and Hong Kong in 2022. The PCAOB vacated its previous 2021 determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in Chinese mainland and Hong Kong. For this reason, we do not expect to be identified as a Commission-Identified Issuer following the filing of this annual report.

As of the date of this annual report and to our best knowledge:

- (i) No governmental entity in the Cayman Islands and each foreign jurisdiction in which we have consolidated entities (collectively, the “relevant governmental entities”) own any shares of Alibaba Group Holding Limited.

Our ADSs are listed and traded on the NYSE and our Shares are listed and traded on the Hong Kong Stock Exchange. Governmental entities or affiliated entities could acquire equity interests in our company on the open market, but based on public disclosure, no governmental entity has indicated that it has any significant shareholding in our company.

- (ii) Certain consolidated entities under our digital media and entertainment business have state-owned minority strategic investors, namely:

Zhejiang Yitong Digital TV Investment Co., Ltd. (“Zhejiang Yitong”), a subsidiary of a PRC state-owned enterprise, which owns 1% of the registered capital of Youku Film & Television Co., Ltd. (“Youku Film & Television”), a consolidated entity under our Youku business; and

Wangtou Suicheng (Beijing) Technology Co., Ltd., also a subsidiary of a PRC state-owned enterprise, which owns 1% of the registered capital of Guangzhou Lujiao Information Technology Co., Ltd., a consolidated entity under our UCWeb business.

In addition to the above, the following entities have direct or indirect governmental ownership, which is mostly ownership by state-owned enterprises:

- 1) Six consolidated entities in our direct sales business that are incorporated in the PRC have PRC governmental ownership, among which five entities each has ownership by state-owned enterprises of not more than 10% and the other entity has a state-owned enterprise shareholder with less than 30% ownership. These six entities in aggregate contributed to not more than 6% of our total revenue for the fiscal year ended March 31, 2023.
- 2) Three consolidated entities in our sports-related business that are incorporated in the PRC have PRC governmental ownership, among which one entity has ownership by state-owned enterprises of less than 2% and the other two entities each has ownership by state-owned enterprises of not more than 25% each. These three entities in aggregate contributed to 0.05% of our total revenue for the fiscal year ended March 31, 2023.
- 3) Two consolidated entities in our logistics business that are incorporated in the PRC each has PRC governmental ownership of 73.5%, which entities are under a logistics real estate equity investment fund for which we serve as a joint general partner with a state-owned enterprise general partner. These two entities did not engage in business operations or contribute to our total revenue for the fiscal year ended March 31, 2023.

One consolidated holding company incorporated in the Cayman Islands in our logistics business has Singapore sovereign wealth fund ownership of no more than 2% and Malaysian sovereign wealth fund ownership of no more than 0.5%, which holding company did not contribute to our total revenue for the fiscal year ended March 31, 2023.

- 4) One consolidated holding company incorporated in the Cayman Islands in our local consumer services business has PRC governmental entity ownership of no more than 3.5%, and another consolidated holding company incorporated in the Cayman Islands in our local consumer services business has Singapore sovereign wealth fund ownership of no more than 0.5% and Malaysian governmental ownership of no more than 0.5%. Neither one of the holding companies contributed to our total revenue for the fiscal year ended March 31, 2023.
- 5) One consolidated holding company incorporated in Türkiye in our international commerce retail business has United Arab Emirates sovereign wealth fund ownership of no more than 2% and Qatar sovereign wealth fund ownership of no more than 1%, which holding company contributed to 1.35% of our total revenue for the fiscal year ended March 31, 2023.
- 6) One consolidated entity in our digital media and entertainment business that is incorporated in the PRC has PRC state-owned enterprise ownership of less than 1%. This entity contributed to 0.001% of our total revenue for the fiscal year ended March 31, 2023.
- 7) One consolidated entity in our innovation initiatives and others business that is incorporated in the PRC is a joint venture between us and a PRC state-owned enterprise, which owns 32%. This entity contributed to 0.1% of our total revenue for the fiscal year ended March 31, 2023.
- 8) One consolidated entity in our health-related business that is incorporated in the PRC has PRC state-owned enterprise ownership of 20%. This entity did not engage in business operations or contribute to our total revenue for the fiscal year ended March 31, 2023.

The shares of certain of our subsidiaries are listed and traded on the Hong Kong Stock Exchange. Governmental entities or affiliated entities could acquire equity interests in these subsidiaries on the open market, but based on public disclosure, no governmental entity has indicated that it has any significant shareholding in these subsidiaries.

Except as disclosed above, we are not aware of any ownership by any relevant governmental entities in any shares of Alibaba Group Holding Limited or in any of our consolidated entities.

- (iii) No Cayman Islands governmental entities or PRC governmental entities have a controlling financial interest in Alibaba Group Holding Limited or any of our consolidated entities, and no governmental entities in any of the jurisdictions in which our consolidated entities are organized or incorporated have a controlling financial interest with respect to those entities; and
- (iv) None of the members of the board of directors of Alibaba Group Holding Limited, our operating entities or any variable interest entity or similarly structured entity that is consolidated in our financial statements is an official of the Chinese Communist Party, except for the following:

Yang Yang, an external director of Youku Film & Television, who is also an executive of state-owned enterprise Zhejiang Yitong, which owns 1% of Youku Film & Television; and

Bing Wu, an external director of Banma Network Technology Co., Ltd. (“Banma”), which is a joint venture between us and SAIC Motors, a state-owned enterprise, engaged in the development of smart car operating systems. Mr. Wu is an executive of SAIC Motors and other state-owned enterprises.

The currently effective memorandum and articles of association of each of Alibaba Group Holding Limited, our subsidiaries and consolidated entities do not contain any charter of the Chinese Communist Party.

ITEM 19. EXHIBITS

Exhibit Number	Description of Document
1.1 ⁽¹⁾	<u>Amended and Restated Memorandum and Articles of Association of the Registrant as currently in effect</u>
2.1 ⁽²⁾	<u>Registrant's Form of Ordinary Share Certificate</u>
2.2 ⁽³⁾	<u>Deposit Agreement, dated as of September 24, 2014, between the Registrant, the depository and holders and beneficial holders of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, including the form of American Depositary Receipt</u>
2.3 ⁽³⁾	<u>Form of American Depositary Receipt evidencing American Depositary Shares (included in Exhibit 2.2)</u>
2.4 ⁽⁶⁾	<u>Indenture, dated as of November 28, 2014, between the Registrant and Bank of New York Mellon as Trustee</u>
2.5 ⁽⁶⁾	<u>Fifth Supplemental Indenture, dated as of November 28, 2014, between the Registrant and Bank of New York Mellon as Trustee</u>
2.6 ⁽⁶⁾	<u>Sixth Supplemental Indenture, dated as of November 28, 2014, between the Registrant and Bank of New York Mellon as Trustee</u>
2.7 ⁽⁶⁾	<u>Form of 3.600% Senior Notes Due 2024 (included in Exhibit 2.5)</u>
2.8 ⁽⁶⁾	<u>Form of 4.500% Senior Notes Due 2034 (included in Exhibit 2.6)</u>
2.9 ⁽⁷⁾	<u>Indenture, dated as of December 6, 2017, between the Registrant and Bank of New York Mellon as Trustee</u>
2.10 ⁽⁷⁾	<u>Second Supplemental Indenture, dated as of December 6, 2017, between the Registrant and Bank of New York Mellon as Trustee</u>
2.11 ⁽⁷⁾	<u>Third Supplemental Indenture, dated as of December 6, 2017, between the Registrant and Bank of New York Mellon as Trustee</u>
2.12 ⁽⁷⁾	<u>Fourth Supplemental Indenture, dated as of December 6, 2017, between the Registrant and Bank of New York Mellon as Trustee</u>
2.13 ⁽⁷⁾	<u>Fifth Supplemental Indenture, dated as of December 6, 2017, between the Registrant and Bank of New York Mellon as Trustee</u>
2.14 ⁽⁷⁾	<u>Form of 3.400% Senior Notes Due 2027 (included in Exhibit 2.10)</u>
2.15 ⁽⁷⁾	<u>Form of 4.000% Senior Notes Due 2037 (included in Exhibit 2.11)</u>
2.16 ⁽⁷⁾	<u>Form of 4.200% Senior Notes Due 2047 (included in Exhibit 2.12)</u>
2.17 ⁽⁷⁾	<u>Form of 4.400% Senior Notes Due 2057 (included in Exhibit 2.13)</u>
2.18*	<u>Description of Securities Registered under Section 12 of the U.S. Exchange Act</u>
2.19 ⁽⁸⁾	<u>Sixth Supplemental Indenture, dated as of February 9, 2021, between the Registrant and Bank of New York Mellon as Trustee</u>
2.20 ⁽⁸⁾	<u>Seventh Supplemental Indenture, dated as of February 9, 2021, between the Registrant and Bank of New York Mellon as Trustee</u>
2.21 ⁽⁸⁾	<u>Eighth Supplemental Indenture, dated as of February 9, 2021, between the Registrant and Bank of New York Mellon as Trustee</u>

Exhibit Number	Description of Document
2.22 ⁽⁸⁾	<u>Ninth Supplemental Indenture, dated as of February 9, 2021, between the Registrant and Bank of New York Mellon as Trustee</u>
2.23 ⁽⁸⁾	<u>Form of 2.125% Senior Notes Due 2031 (included in Exhibit 2.19)</u>
2.24 ⁽⁸⁾	<u>Form of 2.700% Senior Notes Due 2041 (included in Exhibit 2.20)</u>
2.25 ⁽⁸⁾	<u>Form of 3.150% Senior Notes Due 2051 (included in Exhibit 2.21)</u>
2.26 ⁽⁸⁾	<u>Form of 3.250% Senior Notes Due 2061 (included in Exhibit 2.22)</u>
4.1 ⁽⁴⁾	<u>Form of Indemnification Agreement between the Registrant and its directors and executive officers</u>
4.2 ⁽⁴⁾	<u>Form of Employment Agreement between the Registrant and its executive officers</u>
4.3 ⁽⁴⁾	<u>Form of Share Retention Agreement between the Registrant and certain members of management</u>
4.4 ⁽⁵⁾	<u>Second Amended and Restated 2014 Post -IPO Equity Incentive Plan</u>
4.5*	<u>Schedules of Material Differences of Contractual Arrangements of Representative Variable Interest Entities of the Registrant</u>
4.6 ⁽⁷⁾	<u>English translation of Loan Agreement, between Hangzhou Zhenxi Investment Management Co., Ltd. and Zhejiang Tmall Technology Co., Ltd., dated January 10, 2018</u>
4.7 ⁽⁷⁾	<u>English translation of Exclusive Call Option Agreement entered into by and among Hangzhou Zhenxi Investment Management Co., Ltd., Zhejiang Tmall Technology Co., Ltd. and Zhejiang Tmall Network Co., Ltd., dated January 10, 2018</u>
4.8 ⁽⁷⁾	<u>English translation of Shareholder's Voting Rights Proxy Agreement entered into by and among Hangzhou Zhenxi Investment Management Co., Ltd., Zhejiang Tmall Technology Co., Ltd. and Zhejiang Tmall Network Co., Ltd., dated January 10, 2018</u>
4.9 ⁽⁷⁾	<u>English translation of Equity Pledge Agreement entered into by and among Hangzhou Zhenxi Investment Management Co., Ltd., Zhejiang Tmall Technology Co., Ltd. and Zhejiang Tmall Network Co., Ltd., dated January 10, 2018</u>
4.10 ⁽⁷⁾	<u>English translation of Exclusive Services Agreement entered into between Zhejiang Tmall Network Co., Ltd. and Zhejiang Tmall Technology Co., Ltd., dated January 10, 2018</u>
4.11 ⁽⁴⁾	<u>Share and Asset Purchase Agreement by and among the Registrant, Zhejiang Ant Small and Micro Financial Services Group Co., Ltd. (currently known as Ant Group), Yahoo! Inc., SoftBank Corp. and the other Parties named therein, dated August 12, 2014</u>
4.12 ⁽⁹⁾	<u>Amendment to Share and Asset Purchase Agreement by and among the Registrant, Ant Small and Micro Financial Services Group Co., Ltd. (currently known as Ant Group), SoftBank Group Corp., Jack Ma, Joseph C. Tsai, and the other Parties named therein, dated February 1, 2018</u>
4.13 ⁽¹⁰⁾	<u>Second Amendment to Share and Asset Purchase Agreement by and among the Registrant, Ant Small and Micro Financial Services Group Co., Ltd. (currently known as Ant Group) and SoftBank Group Corp., dated September 23, 2019</u>
4.14 ⁽¹¹⁾	<u>Third Amendment to Share and Asset Purchase Agreement by and among the Registrant, Ant Group Co., Ltd., SoftBank Group Corp. and the other parties named therein, dated August 24, 2020</u>
4.15 ⁽⁵⁾	<u>Fourth Amendment to Share and Asset Purchase Agreement by and among the Registrant, Ant Group Co., Ltd., SoftBank Group Corp. and the other parties named therein, dated July 25, 2022</u>

Exhibit Number	Description of Document
4.16 ⁽⁵⁾	<u>Amended and Restated Commercial Agreement by and among the Registrant, Ant Group Co., Ltd. and Alipay.com Co., Ltd., dated July 25, 2022</u>
4.17 ⁽¹⁰⁾	<u>Second Amended and Restated Intellectual Property License and Software Technology Services Agreement by and among the Registrant, Ant Small and Micro Financial Services Group Co., Ltd. (currently known as Ant Group) and Alipay.com Co., Ltd., dated September 23, 2019</u>
4.18 ⁽¹⁰⁾	<u>Cross License Agreement by and between the Registrant and Ant Small and Micro Financial Services Group Co., Ltd. (currently known as Ant Group), dated September 23, 2019</u>
4.19 ⁺ *	<u>Third Amendment and Restatement Agreement, dated May 16, 2023, in respect of a US\$4,000,000,000 Facility Agreement dated March 9, 2016</u>
4.20 ⁺ *	<u>Second Amendment and Restatement Agreement, dated May 16, 2023, in respect of a US\$6,500,000,000 Facility Agreement dated April 7, 2017</u>
4.21 ⁺ *	<u>Amendment and Restatement Agreement, dated September 21, 2022, relating to a HK\$7,653,750,000 term loan facility between Alibaba Group Services Limited, as Guarantor, and the other parties named therein, dated May 17, 2019</u>
8.1*	<u>List of Subsidiaries and Consolidated Entities of the Registrant</u>
11.1 ⁽⁵⁾	<u>Code of Ethics of the Registrant</u>
12.1	<u>Principal Executive Officer Certification Pursuant to Section 302 of the Sarbanes -Oxley Act of 2002</u>
12.2	<u>Principal Financial Officer Certification Pursuant to Section 302 of the Sarbanes -Oxley Act of 2002</u>
13.1 ⁽¹²⁾	<u>Principal Executive Officer Certification Pursuant to Section 906 of the Sarbanes -Oxley Act of 2002</u>
13.2 ⁽¹²⁾	<u>Principal Financial Officer Certification Pursuant to Section 906 of the Sarbanes -Oxley Act of 2002</u>
15.1*	<u>Consent of PricewaterhouseCoopers — Independent Registered Public Accounting Firm</u>
15.2*	<u>Consent of Fangda Partners</u>
15.3*	<u>Consent of Maples and Calder (Hong Kong) LLP</u>
15.4*	<u>Certification by the Chief Executive Officer Pursuant to Item 16I(a) of Form 20-F</u>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

(1) Previously filed on Form 6-K, dated September 30, 2020 and incorporated herein by reference.

(2) Previously filed on Form 6-K, dated November 20, 2019 and incorporated herein by reference.

- (3) Previously filed with the Registration Statement on Form F-6 (File No. 333-231579), dated May 17, 2019 and incorporated herein by reference.
 - (4) Previously filed with the Registration Statement on Form F-1 (File No. 333-195736), initially filed on May 6, 2014 and incorporated herein by reference.
 - (5) Previously filed with our Annual Report on Form 20-F for the Fiscal Year Ended on March 31, 2022 (File No. 001-36614), filed on July 26, 2022 and incorporated herein by reference.
 - (6) Previously filed with our Annual Report on Form 20-F for the Fiscal Year Ended on March 31, 2015 (File No. 001-36614), filed on June 25, 2015 and incorporated herein by reference.
 - (7) Previously filed with our Annual Report on Form 20-F for the Fiscal Year Ended on March 31, 2018 (File No. 001-36614), filed on July 27, 2018 and incorporated herein by reference.
 - (8) Previously filed with our Annual Report on Form 20-F for the Fiscal Year Ended on March 31, 2021 (File No. 001-36614), filed on July 27, 2021 and incorporated herein by reference.
 - (9) Previously filed on Form 6-K, dated February 2, 2018 and incorporated herein by reference.
 - (10) Previously filed with the Registration Statement on Form F-3 (File No. 333-234662), dated November 13, 2019 and incorporated herein by reference.
 - (11) Previously filed on Form 6-K, dated August 25, 2020 and incorporated herein by reference.
 - (12) Furnished with this Amendment.
- † Portions of this exhibit have been omitted in accordance with Form 20-F's Instructions as to Exhibits.
- * Previously filed or furnished, as applicable, with the Initial Filing.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Alibaba Group Holding Limited

By: /s/ Toby Hong Xu

Name: Toby Hong Xu

Title: Chief Financial Officer

Date: February 23, 2024

**Certification by the Principal Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Eddie Yongming Wu, Chief Executive Officer of Alibaba Group Holding Limited (the “Company”), certify that:

1. I have reviewed this annual report on Form 20-F, as amended by Amendment No. 1 thereto, of the Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the Company and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Dated: February 23, 2024

By: /s/ Eddie Yongming Wu

Name: Eddie Yongming Wu

Title: Chief Executive Officer

**Certification by the Principal Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Toby Hong Xu, Chief Financial Officer of Alibaba Group Holding Limited (the “Company”), certify that:

1. I have reviewed this annual report on Form 20-F, as amended by Amendment No. 1 thereto, of the Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the Company and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Dated: February 23, 2024

By: /s/ Toby Hong Xu

Name: Toby Hong Xu

Title: Chief Financial Officer

**Certification by the Principal Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Eddie Yongming Wu, Chief Executive Officer of Alibaba Group Holding Limited (the “Company”), hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- a. the Company’s annual report on Form 20-F for the fiscal year ended March 31, 2023, as amended by Amendment No. 1 thereto (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- b. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Dated: February 23, 2024

By: /s/ Eddie Yongming Wu
Name: Eddie Yongming Wu
Title: Chief Executive Officer

**Certification by the Principal Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Toby Hong Xu, Chief Financial Officer of Alibaba Group Holding Limited (the “Company”), hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- a. the Company’s annual report on Form 20-F for the fiscal year ended March 31, 2023, as amended by Amendment No. 1 thereto (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- b. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Dated: February 23, 2024

By: /s/ Toby Hong Xu
Name: Toby Hong Xu
Title: Chief Financial Officer