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*Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise 20 votes, respectively, on any resolution tabled at our general meetings, except as may otherwise be required by law or provided for in our Memorandum and Articles of Association. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing two of our Class A ordinary shares, are listed on the Nasdaq Global Select Market in the United States under the symbol JD.*



**JD.com, Inc.**  
**京東集團股份有限公司**

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9618)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

We are making this announcement pursuant to Rule 13.10B of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

We filed a Form 13G on February 9, 2021 (U.S. Eastern Time) with the Securities and Exchange Commission of the United States in relation to our beneficial ownership report on our interest in Dada Nexus Limited. For details, please refer to the attached Form 13G.

By Order of the Board of Directors  
**JD.com, Inc.**  
**Mr. Richard Qiangdong Liu**  
*Chairman of the Board of Directors  
and Chief Executive Officer*

Hong Kong, February 9, 2021

*As at the date of this announcement, our board of directors comprises Mr. Richard Qiangdong LIU as the chairman, Mr. Martin Chi Ping LAU as the director, Mr. Ming HUANG, Mr. Louis T. HSIEH, and Mr. Dingbo XU as the independent directors.*

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

Dada Nexus Limited  
\_\_\_\_\_  
(Name of Issuer)

Ordinary Shares, par value \$0.0001 per share  
\_\_\_\_\_  
(Title of Class of Securities)

23344D108\*\*  
\_\_\_\_\_  
(CUSIP Number)

December 31, 2020  
\_\_\_\_\_  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

\*\* There is no CUSIP number assigned to ordinary shares of the issuer. CUSIP number 23344D108 has been assigned to the American Depositary Shares ("ADSs") of the issuer, which are quoted on The NASDAQ Global Select Market under the symbol "DADA." Each ADS represents four ordinary shares of the issuer.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS  
JD.com, Inc.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a)   
(b)

---

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands

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	5. SOLE VOTING POWER
	<u>0</u>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER
	<u>434,100,345 Ordinary Shares<sup>(1)</sup></u>
	7. SOLE DISPOSITIVE POWER
	<u>0</u>
	8. SHARED DISPOSITIVE POWER
	<u>434,100,345 Ordinary Shares<sup>(1)</sup></u>

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
434,100,345 Ordinary Shares<sup>(1)</sup>

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
46.5%<sup>(2)</sup>

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12. TYPE OF REPORTING PERSON (see instructions)  
  
HC

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(1) Includes (i) 415,492,797 ordinary shares of the issuer directly held by JD Sunflower Investment Limited and (ii) 18,607,548 ordinary shares of the issuer (represented by 4,651,887 ADSs) directly held by Windcreek Limited. Each of JD Sunflower Investment Limited and Windcreek Limited is a direct wholly-owned subsidiary of JD.com Investment Limited, which is in turn a direct wholly-owned subsidiary of JD.com, Inc. Pursuant to Section 13(d) of the Act and the rules promulgated thereunder, each of JD.com, Inc. and JD.com Investment Limited may be deemed to beneficially own all of the ordinary shares of the issuer (including ordinary shares of the issuer represented by ADSs) held by JD Sunflower Investment Limited and Windcreek Limited respectively and share with JD Sunflower Investment Limited and Windcreek Limited respectively the voting power and dispositive power of such shares.

(2) The percentage is calculated based on a total of 934,428,565 ordinary shares of the issuer issued and outstanding immediately after the completion of the offering reported in the issuer's prospectus on form 424B4 dated as of December 2, 2020 and filed with the Securities and Exchange Commission on December 3, 2020, assuming the underwriters therefor do not exercise their option to purchase additional ADSs.

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1. NAMES OF REPORTING PERSONS	
JD.com Investment Limited	
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
(a) <input type="checkbox"/>	
(b) <input checked="" type="checkbox"/>	
3. SEC USE ONLY	
4. CITIZENSHIP OR PLACE OF ORGANIZATION	
British Virgin Islands	
	5. SOLE VOTING POWER
	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER
	434,100,345 Ordinary Shares <sup>(1)</sup>
	7. SOLE DISPOSITIVE POWER
	0
	8. SHARED DISPOSITIVE POWER
	434,100,345 Ordinary Shares <sup>(1)</sup>
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
434,100,345 Ordinary Shares <sup>(1)</sup>	
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
46.5% <sup>(2)</sup>	
12. TYPE OF REPORTING PERSON (see instructions)	
CO	
(1) Includes (i) 415,492,797 ordinary shares of the issuer directly held by JD Sunflower Investment Limited and (ii) 18,607,548 ordinary shares of the issuer (represented by 4,651,887 ADSs) directly held by Windcreek Limited. Each of JD Sunflower Investment Limited and Windcreek Limited is a direct wholly-owned subsidiary of JD.com Investment Limited, which is in turn a direct wholly-owned subsidiary of JD.com, Inc. Pursuant to Section 13(d) of the Act and the rules promulgated thereunder, each of JD.com, Inc. and JD.com Investment Limited may be deemed to beneficially own all of the ordinary shares of the issuer (including ordinary shares of the issuer represented by ADSs) held by JD Sunflower Investment Limited and Windcreek Limited respectively and share with JD Sunflower Investment Limited and Windcreek Limited respectively the voting power and dispositive power of such shares.	
(2) The percentage is calculated based on a total of 934,428,565 ordinary shares of the issuer issued and outstanding immediately after the completion of the offering reported in the issuer's prospectus on form 424B4 dated as of December 2, 2020 and filed with the Securities and Exchange Commission on December 3, 2020, assuming the underwriters therefor do not exercise their option to purchase additional ADSs.	

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1. NAMES OF REPORTING PERSONS

JD Sunflower Investment Limited

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

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5. SOLE VOTING POWER

0

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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

415,492,797 Ordinary Shares

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7. SOLE DISPOSITIVE POWER

0

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8. SHARED DISPOSITIVE POWER

415,492,797 Ordinary Shares

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

415,492,797 Ordinary Shares

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

44.5%<sup>(1)</sup>

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12. TYPE OF REPORTING PERSON (see instructions)

CO

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(1) The percentage is calculated based on a total of 934,428,565 ordinary shares of the issuer issued and outstanding immediately after the completion of the offering reported in the issuer's prospectus on form 424B4 dated as of December 2, 2020 and filed with the Securities and Exchange Commission on December 3, 2020, assuming the underwriters therefor do not exercise their option to purchase additional ADSs.

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1. NAMES OF REPORTING PERSONS

Windcreek Limited

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

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3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

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5. SOLE VOTING POWER

0

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6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

18,607,548 Ordinary Shares

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7. SOLE DISPOSITIVE POWER

0

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8. SHARED DISPOSITIVE POWER

18,607,548 Ordinary Shares

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,607,548 Ordinary Shares

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.0%<sup>(1)</sup>

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12. TYPE OF REPORTING PERSON (see instructions)

CO

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(1) The percentage is calculated based on a total of 934,428,565 ordinary shares of the issuer issued and outstanding immediately after the completion of the offering reported in the issuer's prospectus on form 424B4 dated as of December 2, 2020 and filed with the Securities and Exchange Commission on December 3, 2020, assuming the underwriters therefor do not exercise their option to purchase additional ADSs.

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**Item 1.**

- (a) Name of Issuer  
Dada Nexus Limited
- (b) Address of Issuer's Principal Executive Offices  
22/F, Oriental Fisherman's Wharf  
No. 1088 Yangshupu Road  
Yangpu District, Shanghai 200082  
The People's Republic of China

**Item 2.**

- (a) Name of Person Filing  
This statement is jointly filed by and on behalf of each of JD.com, Inc., JD.com Investment Limited, JD Sunflower Investment Limited and Windcreek Limited (collectively, the "Reporting Persons").
- (b) Address of the Principal Office or, if none, Residence

JD.com, Inc.:  
20th Floor, Building A, No. 18 Kechuang 11 Street  
Yizhuang Economic and Technological Development Zone  
Daxing District, Beijing 101111  
The People's Republic of China

JD.com Investment Limited:  
Vistra Corporate Services Centre  
Wickhams Cay II, Road Town, Tortola  
VG1110, British Virgin Islands

JD Sunflower Investment Limited:  
Vistra Corporate Services Centre  
Wickhams Cay II, Road Town, Tortola  
VG1110, British Virgin Islands

Windcreek Limited:  
Vistra Corporate Services Centre  
Wickhams Cay II, Road Town, Tortola  
VG1110, British Virgin Islands

- (c) Citizenship  
JD.com, Inc. is a company organized under the laws of the Cayman Islands; JD.com Investment Limited, JD Sunflower Investment Limited and Windcreek Limited are companies organized under the laws of the British Virgin Islands.

- (d) Title of Class of Securities  
Ordinary shares, par value \$0.0001 per share, of the issuer (the “Ordinary Shares”)
- (e) CUSIP Number  
23344D108 \*

\* There is no CUSIP number assigned to Ordinary Shares. CUSIP number 23344D108 has been assigned to the American Depositary Shares (“ADSs”) of the issuer, which are quoted on The NASDAQ Global Select Market under the symbol “DADA.” Each ADS represents four Ordinary Shares.

**Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

- (a) The information required by Items 4(a) is set forth in Row 9 of the cover page for each Reporting Person and is incorporated herein by reference.
- (b) The information required by Items 4(b) is set forth in Row 11 of the cover page for each Reporting Person and is incorporated herein by reference.
- (c) The information required by Items 4(c) is set forth in Rows 5-8 of the cover page for each Reporting Person and is incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.



## **Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

As indicated in notes 1 on the cover pages for JD.com, Inc. and JD.com Investment Limited, (i) JD Sunflower Investment Limited, a wholly-owned subsidiary of JD.com Investment Limited, which in turn is a wholly-owned subsidiary of JD.com, Inc., directly holds 415,492,797 Ordinary Shares included in this Statement on Schedule 13G and accordingly has the power to receive or direct the receipt of dividends from, or the proceeds from the sale of, such shares, and (ii) Windcreek Limited, a wholly-owned subsidiary of JD.com Investment Limited, which in turn is a wholly-owned subsidiary of JD.com, Inc., directly holds 18,607,548 Ordinary Shares (represented by 4,651,887 ADSs) included in this Statement on Schedule 13G and accordingly has the power to receive or direct the receipt of dividends from, or the proceeds from the sale of, such shares. Other than as described in the immediately preceding sentence, no other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares included in this Statement on Schedule 13G.

## **Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

As indicated in notes 1 on the cover pages for JD.com, Inc. and JD.com Investment Limited, (i) JD Sunflower Investment Limited, a wholly-owned subsidiary of JD.com Investment Limited, which in turn is a wholly-owned subsidiary of JD.com, Inc., directly holds 415,492,797 Ordinary Shares included in this Statement on Schedule 13G, and (ii) Windcreek Limited, a wholly-owned subsidiary of JD.com Investment Limited, which in turn is a wholly-owned subsidiary of JD.com, Inc., directly holds 18,607,548 Ordinary Shares (represented by 4,651,887 ADSs) included in this Statement on Schedule 13G.

## **Item 8. Identification and Classification of Members of the Group.**

All shares of each of JD Sunflower Investment Limited and Windcreek Limited are directly held by JD.com Investment Limited, and all shares of JD.com Investment Limited are directly owned by JD.com, Inc.

JD.com, Inc., JD.com Investment Limited, JD Sunflower Investment Limited and Windcreek Limited have entered into a joint filing agreement with respect this statement, which is attached hereto as Exhibit 99.1.

## **Item 9. Notice of Dissolution of Group.**

Not applicable.

## **Item 10. Certification.**

Not applicable.

## **Exhibit Index**

Exhibit 99.1 Joint Filing Agreement, dated February 9, 2021, among JD.com, Inc., JD.com Investment Limited, JD Sunflower Investment Limited and Windcreek Limited.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2021

**JD.com, Inc.**

BY:

\_\_\_\_\_  
/s/Richard Qiangdong Liu

\_\_\_\_\_  
RICHARD QIANGDONG LIU

\_\_\_\_\_  
Chairman of the Board and Chief Executive Officer

**JD.COM INVESTMENT LIMITED**

BY:

\_\_\_\_\_  
/s/Nani Wang

\_\_\_\_\_  
NANI WANG

\_\_\_\_\_  
Director

**JD Sunflower Investment Limited**

BY:

\_\_\_\_\_  
/s/Nani Wang

\_\_\_\_\_  
NANI WANG

\_\_\_\_\_  
Director

**Windcreek Limited**

BY:

\_\_\_\_\_  
/s/Nani Wang

\_\_\_\_\_  
NANI WANG

\_\_\_\_\_  
Director

## JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned parties hereby agrees as follows:

Each party represents to the other parties that it is eligible to make the required statement on Schedule 13G.

Each party is responsible for the timely filing of the statement and any amendments to the statement.

Each party is not responsible for the completeness and accuracy of the information concerning the other parties, unless it knows or has reason to believe the information is inaccurate.

Each party agrees to the filing with the Securities and Exchange Commission on its behalf of a joint statement on Schedule 13G (including amendments thereto) with respect to the ordinary shares of Dada Nexus Limited and to the inclusion of this Agreement as an Exhibit to such filing.

This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Signature page follows]

SIGNATURE

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 9, 2021.

**JD.com, Inc.**

BY:

\_\_\_\_\_  
/s/Richard Qiangdong Liu

\_\_\_\_\_  
RICHARD QIANGDONG LIU

\_\_\_\_\_  
Chairman of the Board and Chief Executive Officer

**JD.COM INVESTMENT LIMITED**

BY:

\_\_\_\_\_  
/s/Nani Wang

\_\_\_\_\_  
NANI WANG

\_\_\_\_\_  
Director

**JD Sunflower Investment Limited**

BY:

\_\_\_\_\_  
/s/Nani Wang

\_\_\_\_\_  
NANI WANG

\_\_\_\_\_  
Director

**Windcreek Limited**

BY:

\_\_\_\_\_  
/s/Nani Wang

\_\_\_\_\_  
NANI WANG

\_\_\_\_\_  
Director