UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 106344 / September 11, 2026

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 4600 / September 11, 2026

ADMINISTRATIVE PROCEEDING
File No. 3-22716

In the Matter of **DADA NEXUS LIMITED** **Respondent.**	**ORDER INSTITUTING CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTION 21C OF THE SECURITIES EXCHANGE ACT OF 1934, MAKING FINDINGS, AND IMPOSING A CEASE-AND-DESIST ORDER**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act"), against Dada Nexus Limited ("Dada" or "Respondent").

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the "Offer") which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting the findings herein, except as to the Commission's jurisdiction over it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order ("Order"), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

Summary

1. From October 2022 through September 2023 (the "Relevant Period"), Dada, an on-demand retail and delivery platform headquartered in Shanghai, People's Republic of China ("China"), engaged in sham transactions concerning certain online advertising and marketing transactions that lacked any apparent business substance and were conducted primarily to meet revenues targets (the "Transactions"), which resulted in Dada materially overstating net revenues and operation and support costs, in the amounts of approximately RMB 568 million (approximately $80 million) and approximately RMB 576 million (approximately $81 million), respectively, in unaudited earnings releases furnished with the Commission on Forms 6-K for the fourth quarter of fiscal year 2022 and the first three quarters of fiscal year 2023.[1] This included Dada reporting materially overstated net revenues in unaudited financial results furnished with the Commission for the second and third quarters of fiscal year 2023 by 8% and 9%, respectively.

2. Certain Dada employees engaged in the Transactions, which involved payments from certain upstream customers and disbursements of cash funds to certain downstream vendors of virtually identical amounts that lacked any apparent business substance, were not supported by credible documents, business records or other evidence, and in certain cases, involved customers and vendors with undisclosed connections. Dada discovered the Transactions during a routine internal audit in November 2023, conducted an independent review, and disclosed the results of its independent review in a Form 6-K dated March 5, 2024.

3. As a result of this conduct, Dada violated Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20 and 13a-16 thereunder.

Respondent

4. Dada is a Cayman Islands corporation headquartered in Shanghai, China. Dada operates a local on-demand retail and delivery platform in China. Dada does not operate in the United States and does not have employees based in the United States. During the Relevant Period, Dada's American depositary shares ("ADS") were registered with the Commission pursuant to Section 12(b) of the Exchange Act and traded on Nasdaq under the symbol "DADA." Dada filed periodic reports, including Forms 20-F and 6-K, with the Commission pursuant to Section 13(a) of the Exchange Act and related rules thereunder.[2]

Facts

5. In November 2023, a routine internal audit by Dada identified the Transactions, which were conducted by Dada's online advertising and marketing services business units. Among

[1] References to U.S. dollars throughout this Order reflect approximate conversions from Chinese renminbi (RMB) using an exchange rate from the Relevant Period.
[2] On June 16, 2025, after the conduct at issue, Dada went private and ceased being a publicly-traded company. Dada remains a legal entity and was not dissolved upon completion of the going-private transaction.

other activities, those business units assisted customers with promoting the use of bank cards issued by third-party financial institutions on Dada's platform and with placing ads on third-party media platforms. Dada initiated an independent review of the Transactions, led by Dada's board of directors' Audit Committee, into the financial impact and scope of the Transactions.

6. On January 8, 2024, Dada furnished a report on Form 6-K disclosing the discovery of the Transactions and initially estimating the overstatement of approximately RMB 500 million (approximately $70 million) in both net revenues and operations and support costs in previously announced unaudited financial results furnished with the Commission for the first three quarters of fiscal year 2023. Dada additionally stated that revenue guidance it previously provided for the fourth quarter of fiscal year 2023 and for the full fiscal year 2023 should not be relied upon. The share price of Dada's ADSs decreased by 43% after the announcement.

7. On March 5, 2024, Dada furnished a report on Form 6-K disclosing the findings of its independent review, which determined that the Transactions "lacked any apparent business substance" and were "conducted primarily to meet revenue targets."

8. The Transactions involved Dada entering into sales contracts with customers and corresponding purchase contracts with vendors in approximately equal amounts. At least some of the relevant customers and vendors had undisclosed connections and earned commissions related to the relevant contracts, and no services were provided under the relevant contracts. The Transactions were carried out by junior Dada employees, who could have benefited financially by meeting revenue targets through the Transactions, if other bonus eligibility criteria were met. Throughout the Relevant Period, Dada improperly recognized revenues and costs related to the Transactions, and Dada's books and records were inaccurate.

9. Dada did not have adequate internal accounting controls or policies and procedures to provide reasonable assurance that revenues and expenses from transactions were accurately recorded and reported in its financial statements in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). In its Annual Report on Form 20-F for fiscal year end December 31, 2023, Dada disclosed a material weakness in its internal control over financial reporting that caused Dada to conclude such controls were ineffective as of December 31, 2023 related to Dada's online advertising and marketing services business units that experienced an expansion during 2023. The internal control deficiencies included a lack of continuous and sufficient risk assessment and monitoring by management, lack of effective expenditure controls, and insufficient segregation of duties in the vendor management process.

10. In its March 5, 2024 Form 6-K, Dada also announced, and subsequently completed, among other remediation, the following remediation: (i) terminating, requesting the resignation of, or demoting employees found to have engaged in misconduct and/or who failed to adhere to Dada's policies or otherwise meet expectations; (ii) terminating contracts with suppliers and customers implicated in the Transactions; (iii) enhancement of Dada's internal policies, systems and controls, and record-keeping; and (iv) conducting additional trainings for Dada employees regarding the issues identified in Dada's independent review.

11. As a result of the Transactions, Dada overstated net revenues and operations and support costs in unaudited financial results furnished to the Commission for the fourth quarter of fiscal year 2022 and the first three quarters of fiscal year 2023, as shown in Figs. 1 and 2:

***Fig. 1*: DADA'S REPORTED NET REVENUES (in millions)**

Fiscal Quarter	Reported Net Revenues	Corrected Net Revenues	Difference	% Overstatement
Q4 2022	RMB 2,681 ($377.0)	RMB 2,612 ($367.3)	RMB 69 ($9.7)	2.64%
Q1 2023	RMB 2,576 ($376.4)	RMB 2,536 ($370.6)	RMB 40 ($5.9)	1.58%
Q2 2023	RMB 2,811 ($401.3)	RMB 2,597 ($370.7)	RMB 214 ($30.6)	8.24%
Q3 2023	RMB 2,867 ($396.2)	RMB 2,622 ($362.4)	RMB 245 ($33.9)	9.34%

***Fig 2*: DADA'S REPORTED OPERATIONS AND SUPPORT COSTS (in millions)**

Fiscal Quarter	Reported Costs	Corrected Costs	Difference	% Overstatement
Q4 2022	RMB 1,575 ($221.4)	RMB 1,506 ($211.7)	RMB 69 ($9.7)	4.58%
Q1 2023	RMB 1,437 ($210.0)	RMB 1,397 ($204.1)	RMB 40 ($5.9)	2.86%
Q2 2023	RMB 1,717 ($245.1)	RMB 1,503 ($214.5)	RMB 214 ($30.6)	14.24%
Q3 2023	RMB 1,956 ($270.4)	RMB 1,711 ($236.5)	RMB 245 ($33.9)	14.32%

12. The overstatement of net revenues and operations and support costs was material to Dada's financial results. For the second quarter and third quarter of fiscal year 2023, overstated revenues represented 8.24% and 9.34%, respectively, of total corrected net revenues reported for those quarters. For the same quarters, overstated operations and support costs represented 14.24% and 14.32%, respectively, of total corrected operations and supports costs. Because of the Transactions, Dada reported revenues within revenue guidance ranges previously provided by Dada for the fourth quarter of fiscal year 2022 and the first three quarters of fiscal year 2023. Without the Transactions, Dada's revenue would have been below its revenue guidance by approximately 1% in the fourth quarter of 2022, 1% in the first quarter of 2023, 7% in the second quarter of 2023, and 6% in the third quarter of 2023.

Violations

13. As a result of the conduct described above, Dada violated Section 13(a) of the Exchange Act and Rules 12b-20 and 13a-16 thereunder, which require every issuer of a security registered pursuant to Section 12 of the Exchange Act to file with the Commission information,

documents, reports and certifications as the Commission may require, and require that these reports contain such further material information as may be necessary to make the required statements not misleading.

14. As a result of the conduct described above, Dada violated Section 13(b)(2)(A) of the Exchange Act, which requires reporting companies to make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect their transactions and dispositions of their assets.

15. Lastly, as a result of the conduct described above, Dada violated Section 13(b)(2)(B) of the Exchange Act, which requires reporting companies to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that, among other things, transactions are recorded as necessary to permit preparation of financial statements in conformity with U.S. GAAP.

Dada's Cooperation and Remedial Efforts

16. In determining to accept the Offer, the Commission considered remedial steps taken and completed by Dada, including its self-identification of the Transactions, independent review and subsequent remediation, and cooperation with the Commission. Dada's remedial measures included terminating or otherwise disciplining relevant employees, terminating contracts with the suppliers and customers implicated in the Transactions, enhancing internal policies and controls, and conducting employee trainings. Dada's cooperation with the Commission included Dada voluntarily reporting findings of its independent review to Commission staff and providing the staff with detailed written narratives explaining the misconduct with support to relevant documents.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent Dada's Offer.

Accordingly, it is hereby ORDERED that**:**

A. Pursuant to Section 21C of the Exchange Act, Respondent Dada cease and desist from committing or causing any violations and any future violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20 and 13a-16 thereunder.

B. Respondent shall, within 10 business days of the entry of this Order, pay a civil money penalty in the amount of $500,000 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717.

Payment must be made in one of the following ways:

(1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;

(2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at http://www.sec.gov/about/offices/ofm.htm; or

(3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Dada Nexus Limited as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Michael Brennan, Division of Enforcement, Securities and Exchange Commission, 100 F St., NE, Washington, DC 20549.

C. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that it shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

D. Respondent acknowledges that the Commission is not imposing a civil penalty in excess of $500,000 based upon, among other things, its cooperation in a Commission investigation and related enforcement action. If at any time following the entry of the Order, the Division of Enforcement ("Division") obtains information indicating that Respondent knowingly provided materially false or misleading information or materials to the Commission, or in a related proceeding, the Division may, at its sole discretion and with prior notice to Respondent, petition the Commission to reopen this matter and seek an order directing that Respondent pay an additional civil penalty. Respondent may contest by way of defense in any resulting administrative proceeding whether it knowingly provided materially false or misleading information, but may not: (1) contest the findings in the Order; or (2) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

By the Commission.

Vanessa A. Countryman
Secretary