

---

---

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

---

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

---

**Nano Labs Ltd**  
(Name of Issuer)

---

Class A Ordinary Shares, par value of \$0.0002 per share  
(Title of Class of Securities)

G6391Y110  
(CUSIP Number)

---

December 31, 2023  
(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 the disclosures provided in a prior cover page.

The information required in 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).

---

---

---

**SCHEDULE 13G**

CUSIP No. **G6391Y110**

1.	Names of Reporting Persons.  Nan Hu	
2.	Check the Appropriate Box if a Member of a Group (See Instructions).  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization  People's Republic of China	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  4,542,748 Class A Ordinary Shares (See Item 4)
	6.	Shared Voting Power  0
	7.	Sole Dispositive Power  4,542,748 Class A Ordinary Shares (See Item 4)
	8.	Shared Dispositive Power  0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  4,542,748 Class A Ordinary Shares (See Item 4)	
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)  6.4% (assuming conversion of all outstanding Class B Ordinary Shares into the same number of Class A Ordinary Shares) (See Item 4)	
14.	Type of Reporting Person (See Instructions)  IN	

**SCHEDULE 13G**

CUSIP No. **G6391Y110**

1.	Names of Reporting Persons. Tong Qi Holding Ltd	
2.	Check the Appropriate Box if a Member of a Group (See Instructions).  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization  British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  3,863,389 Class A Ordinary Shares (See Item 4)
	6.	Shared Voting Power  0
	7.	Sole Dispositive Power  3,863,389 Class A Ordinary Shares (See Item 4)
	8.	Shared Dispositive Power  0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  3,863,389 Class A Ordinary Shares (See Item 4)	
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)  5.5% (assuming conversion of all outstanding Class B Ordinary Shares into the same number of Class A Ordinary Shares) (See Item 4)	
14.	Type of Reporting Person (See Instructions)  CO	

**Item 1(a). Name of Issuer:**

Nano Labs Ltd.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

China Yuangu Hangang Technology Building  
509 Qianjiang Road, Shangcheng District  
Hangzhou, Zhejiang  
People's Republic of China

**Item 2(a). Name of Person Filing:**

Nan Hu  
Tong Qi Holding Ltd

**Item 2(b). Address of Principal Business Office, or, if none, Residence:**

Nan Hu  
China Yuangu Hangang Technology Building  
509 Qianjiang Road, Shangcheng District  
Hangzhou, Zhejiang  
People's Republic of China

Tong Qi Holding Ltd  
Vistra Corporate Services Centre  
Wickhams Cay II, Road Town Tortola, VG1110  
British Virgin Islands

**Item 2(c). Citizenship:**

Nan Hu - People's Republic of China  
Tong Qi Holding Ltd - British Virgin Island

**Item 2(d). Title of Class of Securities:**

Class A ordinary shares, par value US\$0.0002 per share ("Class A Ordinary Shares").

The Issuer's ordinary shares consist of Class A Ordinary Shares and Class B ordinary shares, par value US\$0.0002 per share (the "Class B Ordinary Shares"). Each holder of Class A Ordinary Shares is entitled to one vote per share and each holder of Class B Ordinary Shares is entitled to 15 votes per share. Class B Ordinary Shares are convertible at any time by the holder into Class A Ordinary Shares on a one-for-one basis, while Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances.

**Item 2(e). CUSIP No.:**

G6391Y110

CUSIP number G6391Y110 has been assigned to the Class A Ordinary Shares of the issuer, which are quoted on the Nasdaq Global Market under the symbol "NA."

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d -2(b) or (c), check whether the persons filing is a:**

Not applicable

**Item 4. Ownership**

The following information with respect to the ownership of the Class A Ordinary Shares by each of the reporting persons is provided as of December 31, 2023:

<b>Reporting person</b>	<b>Amount beneficially owned</b>	<b>Percent of class<sup>1</sup></b>	<b>Sole power to vote or direct the vote</b>	<b>Shared power to vote or to direct the vote</b>	<b>Sole power to dispose or to direct the disposition of</b>	<b>Shared power to dispose or to direct the disposition of</b>
Nan Hu	4,542,748 <sup>2</sup>	6.4%	4,542,748	0	4,542,748	0
Tong Qi Holding Ltd	3,863,389 <sup>3</sup>	5.5%	3,863,389	0	3,863,389	0

- <sup>1</sup> Pursuant to Rule 13d-3(d)(1), all Class B Ordinary Shares (which are convertible into Class A Ordinary Shares) were deemed to be converted for the purpose of (i) determining the aggregate amount of Class A Ordinary Shares beneficially owned by the Reporting Persons and (ii) calculating the percentages of the Class A Ordinary Shares beneficially owned by the Reporting Persons. The percentage of the class of securities beneficially owned by each Reporting Person is calculated based on a total of 70,516,380 issued and outstanding ordinary shares (consisting of 41,927,302 Class A Ordinary Shares and 28,589,078 Class B Ordinary Shares) of the Issuer as of December 31, 2023 as a single class. In computing the percentage ownership of the Reporting Persons, we have included, where applicable, shares that the Reporting Persons have the right to acquire within 60 days, including through the exercise of any option, warrant, or other right or the conversion of any other security, after December 31, 2023.
- <sup>2</sup> Representing (1) 3,863,389 Class A Ordinary Shares held of record by Tong Qi Holding Ltd and (2) 679,359 Class A Ordinary Shares also held by Nanometa Ltd., which were granted to Nan Hu and had become vested and distributable to Nan Hu as of December 31, 2023.
- <sup>3</sup> 3,863,389 Class A Ordinary Shares held by Tong Qi Holding Ltd. Mr. an Hu is the beneficial owner and sole director of Tong Qi Holding Ltd.

**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**

Not applicable

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

Not applicable

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

Not applicable

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

Not applicable

**Item 10. Certifications**

Not applicable

**SIGNATURES**

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.

Date: February 5, 2024

**Nan Hu**

By: /s/ Nan Hu

---

**Tong Qi Holding Ltd**

By: /s/ Nan Hu

---

Name: Nan Hu

Title: Director

**LIST OF EXHIBITS**

Exhibit 99.1 – [Joint Filing Agreement dated February 5, 2024, by and among the Reporting Persons](#)

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree (i) to the joint filing, on behalf of each of them, of a statement on Schedule 13G (including amendments thereto) with respect to Class A ordinary shares par value of \$0.0002 per share of Nano Labs Ltd, a Cayman Islands company; and (ii) that this agreement be included as Exhibit 99.1 to such joint filing. The undersigned acknowledge that each shall be responsible for the timely filing of any amendments to such joint filing and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others.

*[Execution page follows.]*

---



IN WITNESS WHEREOF, the undersigned have executed this agreement.

Date: February 5, 2024

**Nan Hu**

By: /s/ Nan Hu

---

**Tong Qi Holding Ltd**

By: /s/ Nan Hu

---

Name: Nan Hu

Title: Director