

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

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

**Class A ordinary shares, par value US\$0.0002 per share
Class B ordinary shares, par value US\$0.0002 per share
(Title of Class of Securities)**

**G6391Y110
(CUSIP Number)**

**Jianping Kong
Tricor Equity Trustee Limited
NlabsDAO Trust
JIANPING KONG LTD
Teeroy Limited
Lunyu Trust
Wlyl Ltd**

**c/o China Yuangu Hanggang Technology Building
509 Qianjiang Road, Shangcheng District,
Hangzhou, Zhejiang, 310000
People's Republic of China
(86) 0571-8665 6957**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**April 30, 2024
(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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.

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).

1.	Names of Reporting Persons. Jianping Kong	
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.	Source of Funds (See Instructions) PF OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization People's Republic of China	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 7,592,979 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 7,592,979 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 7,592,979 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 32.8% ⁽³⁾ (representing 55.3% ⁽¹⁾⁽²⁾⁽³⁾ of the total outstanding voting power)	
14.	Type of Reporting Person (See Instructions) IN	

(1) Representing (i) 6,704,981 Class A Ordinary Shares directly held by JIANPING KONG LTD, a company incorporated in the British Virgin Islands, which is wholly owned by NlabsDAO Trust, a trust established under the laws of the British Virgin Islands and managed by Tricor Equity Trustee Limited, in which Mr. Jianping Kong is a settlor and investment manager, and (ii) 887,998 Class A Ordinary Shares directly held by Wlyl Ltd, a company incorporated in the British Virgin Islands, which is wholly owned by Lunyu Trust, a trust established under the laws of Singapore and managed by Teeroy Limited, in which Mr.Kong is a settlor and investment manager. Being the sole director of both JIANPING KONG LTD and Wlyl Ltd, and the settlor and investment manager of both NlabsDAO Trust and Lunyu Trust, respectively, Mr. Jianping Kong is deemed to have shared voting and dispositive powers over these Class A Ordinary Shares.

- (2) Representing 16,998,911 Class B Ordinary Shares directly held by JIANPING KONG LTD. Being the sole director of JIANPING KONG LTD and the settlor and investment manager of NlabsDAO Trust, Mr. Jianping Kong is deemed to have shared voting and dispositive powers over these Class B Ordinary Shares. Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. Upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity that is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate (as defined in the currently effective memorandum and articles of association), or upon a change of ultimate beneficial ownership of any Class B ordinary share to any person who is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate, such Class B ordinary shares will be automatically and immediately converted into an equal number of Class A ordinary shares. The rights of the holders of Class A Ordinary Shares and Class B Ordinary Shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B Ordinary Share is entitled to 15 votes on all matters subject to vote at general meetings of the Issuer, whereas each Class A Ordinary Share is entitled to one vote.
- (3) Based on 74,864,205 outstanding Ordinary Shares as a single class, being the sum of 46,275,127 Class A Ordinary Shares and 28,589,078 Class B Ordinary Shares outstanding as of April 29, 2024 as disclosed by the Issuer in its registration statement on Form F-1 on April 29, 2024, assuming conversion of all Class B Ordinary Shares into Class A Ordinary Shares.

1.	Names of Reporting Persons. Tricor Equity Trustee Limited as Trustee of NlabsDAO Trust	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 6,704,981 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 6,704,981 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,704,981 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 31.7% ⁽³⁾ (representing 55.1% ⁽²⁾⁽³⁾ of the total outstanding voting power)	
14.	Type of Reporting Person (See Instructions) OO	

- (1) Representing 6,704,981 Class A Ordinary Shares directly held by JIANPING KONG LTD, a company incorporated in the British Virgin Islands, which is wholly owned by NlabsDAO Trust, a trust established under the laws of the British Virgin Islands and managed by Tricor Equity Trustee Limited.
- (2) Representing 16,998,911 Class B Ordinary Shares directly held by JIANPING KONG LTD. Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. Upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity that is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate (as defined in the currently effective memorandum and articles of association), or upon a change of ultimate beneficial ownership of any Class B ordinary share to any person who is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate, such Class B ordinary shares will be automatically and immediately converted into an equal number of Class A ordinary shares. The rights of the holders of Class A Ordinary Shares and Class B Ordinary Shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B Ordinary Share is entitled to 15 votes on all matters subject to vote at general meetings of the Issuer, whereas each Class A Ordinary Share is entitled to one vote.
- (3) Based on 74,864,205 outstanding Ordinary Shares as a single class, being the sum of 46,275,127 Class A Ordinary Shares and 28,589,078 Class B Ordinary Shares outstanding as of April 29, 2024 as disclosed by the Issuer in its registration statement on Form F-1 on April 29, 2024, assuming conversion of all Class B Ordinary Shares into Class A Ordinary Shares.

1.	Names of Reporting Persons. NlabsDAO Trust	
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.	Source of Funds (See Instructions) WC OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 6,704,981 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 6,704,981 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,704,981 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 31.7% ⁽³⁾ (representing 55.1% ⁽²⁾⁽³⁾ of the total outstanding voting power)	
14.	Type of Reporting Person (See Instructions) OO	

- (1) Representing 6,704,981 Class A Ordinary Shares directly held by JIANPING KONG LTD, a company incorporated in the British Virgin Islands, which is wholly owned by NlabsDAO Trust, a trust established under the laws of the British Virgin Islands and managed by Tricor Equity Trustee Limited.
- (2) Representing 16,998,911 Class B Ordinary Shares directly held by JIANPING KONG LTD. Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. Upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity that is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate (as defined in the currently effective memorandum and articles of association), or upon a change of ultimate beneficial ownership of any Class B ordinary share to any person who is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate, such Class B ordinary shares will be automatically and immediately converted into an equal number of Class A ordinary shares. The rights of the holders of Class A Ordinary Shares and Class B Ordinary Shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B Ordinary Share is entitled to 15 votes on all matters subject to vote at general meetings of the Issuer, whereas each Class A Ordinary Share is entitled to one vote.
- (3) Based on 74,864,205 outstanding Ordinary Shares as a single class, being the sum of 46,275,127 Class A Ordinary Shares and 28,589,078 Class B Ordinary Shares outstanding as of April 29, 2024 as disclosed by the Issuer in its registration statement on Form F-1 on April 29, 2024, assuming conversion of all Class B Ordinary Shares into Class A Ordinary Shares.

1.	Names of Reporting Persons. JIANPING KONG 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.	Source of Funds (See Instructions) WC OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 6,704,981 Class A Ordinary Shares 16,998,911 Class B Ordinary Shares ⁽¹⁾
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 6,704,981 Class A Ordinary Shares 16,998,911 Class B Ordinary Shares ⁽¹⁾
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,704,981 Class A Ordinary Shares ⁽¹⁾ 16,998,911 Class B Ordinary Shares ⁽²⁾	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 31.7% ⁽¹⁾ (representing 55.1% ⁽¹⁾⁽²⁾ of the total outstanding voting power)	
14.	Type of Reporting Person (See Instructions) CO	

(1) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. Upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity that is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate (as defined in the currently effective memorandum and articles of association), or upon a change of ultimate beneficial ownership of any Class B ordinary share to any person who is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate, such Class B ordinary shares will be automatically and immediately converted into an equal number of Class A ordinary shares. The rights of the holders of Class A Ordinary Shares and Class B Ordinary Shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B Ordinary Share is entitled to 15 votes on all matters subject to vote at general meetings of the Issuer, whereas each Class A Ordinary Share is entitled to one vote.

(2) Based on 74,864,205 outstanding Ordinary Shares as a single class, being the sum of 46,275,127 Class A Ordinary Shares and 28,589,078 Class B Ordinary Shares outstanding as of April 29, 2024 as disclosed by the Issuer in its registration statement on Form F-1 on April 29, 2024, assuming conversion of all Class B Ordinary Shares into Class A Ordinary Shares.

1.	Names of Reporting Persons. Teeroy Limited as Trustee of Lunyu Trust	
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.	Source of Funds (See Instructions) OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Hong Kong	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 887,998 Class A Ordinary Shares ⁽¹⁾
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 887,998 Class A Ordinary Shares ⁽¹⁾
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 887,998 Class A Ordinary Shares ⁽¹⁾	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 1.2% ⁽³⁾ (representing 0.2% ⁽¹⁾⁽²⁾⁽³⁾ of the total outstanding voting power)	
14.	Type of Reporting Person (See Instructions) OO	

- (1) Representing 887,998 Class A Ordinary Shares directly held by Wyl Ltd, a company incorporated in the British Virgin Islands, which is wholly owned by Lunyu Trust, a trust established under the laws of Singapore and managed by Teeroy Limited, in which Mr. Jianping Kong is the settlor and investment manager.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. Upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity that is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate (as defined in the currently effective memorandum and articles of association), or upon a change of ultimate beneficial ownership of any Class B ordinary share to any person who is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate, such Class B ordinary shares will be automatically and immediately converted into an equal number of Class A ordinary shares. The rights of the holders of Class A Ordinary Shares and Class B Ordinary Shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B Ordinary Share is entitled to 15 votes on all matters subject to vote at general meetings of the Issuer, whereas each Class A Ordinary Share is entitled to one vote.
- (3) Based on 74,864,205 outstanding Ordinary Shares as a single class, being the sum of 46,275,127 Class A Ordinary Shares and 28,589,078 Class B Ordinary Shares outstanding as of April 29, 2024 as disclosed by the Issuer in its registration statement on Form F-1 on April 29, 2024, assuming conversion of all Class B Ordinary Shares into Class A Ordinary Shares.

1.	Names of Reporting Persons. Lunyu Trust	
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.	Source of Funds (See Instructions) WC OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Singapore	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 887,998 Class A Ordinary Shares ⁽¹⁾
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 887,998 Class A Ordinary Shares ⁽¹⁾
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 887,998 Class A Ordinary Shares ⁽¹⁾	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 1.2% ⁽³⁾ (representing 0.2% ⁽¹⁾⁽²⁾⁽³⁾ of the total outstanding voting power)	
14.	Type of Reporting Person (See Instructions) OO	

- (1) Representing 887,998 Class A Ordinary Shares directly held by Wyl Ltd, a company incorporated in the British Virgin Islands, which is wholly owned by Lunyu Trust, a trust established under the laws of Singapore and managed by Teeroy Limited.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. Upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity that is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate (as defined in the currently effective memorandum and articles of association), or upon a change of ultimate beneficial ownership of any Class B ordinary share to any person who is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate, such Class B ordinary shares will be automatically and immediately converted into an equal number of Class A ordinary shares. The rights of the holders of Class A Ordinary Shares and Class B Ordinary Shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B Ordinary Share is entitled to 15 votes on all matters subject to vote at general meetings of the Issuer, whereas each Class A Ordinary Share is entitled to one vote.
- (3) Based on 74,864,205 outstanding Ordinary Shares as a single class, being the sum of 46,275,127 Class A Ordinary Shares and 28,589,078 Class B Ordinary Shares outstanding as of April 29, 2024 as disclosed by the Issuer in its registration statement on Form F-1 on April 29, 2024, assuming conversion of all Class B Ordinary Shares into Class A Ordinary Shares.

1.	Names of Reporting Persons. Wyl 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.	Source of Funds (See Instructions) WC OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Singapore	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 887,998 Class A Ordinary Shares
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 887,998 Class A Ordinary Shares
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 887,998 Class A Ordinary Shares	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 1.2% ⁽³⁾ (representing 0.2% ⁽¹⁾⁽²⁾⁽³⁾ of the total outstanding voting power)	
14.	Type of Reporting Person (See Instructions) CO	

- (1) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. Upon any sale, transfer, assignment or disposition of Class B ordinary shares by a holder thereof to any person or entity that is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate (as defined in the currently effective memorandum and articles of association), or upon a change of ultimate beneficial ownership of any Class B ordinary share to any person who is not Mr. Jianping Kong, Mr. Qifeng Sun or their affiliate, such Class B ordinary shares will be automatically and immediately converted into an equal number of Class A ordinary shares. The rights of the holders of Class A Ordinary Shares and Class B Ordinary Shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B Ordinary Share is entitled to 15 votes on all matters subject to vote at general meetings of the Issuer, whereas each Class A Ordinary Share is entitled to one vote.
- (2) Based on 74,864,205 outstanding Ordinary Shares as a single class, being the sum of 46,275,127 Class A Ordinary Shares and 28,589,078 Class B Ordinary Shares outstanding as of April 29, 2024 as disclosed by the Issuer in its registration statement on Form F-1 on April 29, 2024, assuming conversion of all Class B Ordinary Shares into Class A Ordinary Shares.

Introduction

This amendment to Schedule 13D (this “Amendment No. 2”) amends and supplements the statement on Schedule 13D filed with the U.S. Securities and Exchange Commission (the “Commission”) on February 5, 2024 (the “Original Schedule 13D,” as amended and supplemented by this Amendment No. 2, the “Schedule 13D”) by each of Mr. Jianping Kong, Tricor Equity Trustee Limited, NlabsDAO Trust, JIANPING KONG LTD, Teeroy Limited, Lunyu Trust and Wyl Ltd and relates to Class A ordinary shares, par value \$0.0002 per share (the “Class A Ordinary Shares”) and Class B ordinary shares, par value \$0.0002 per share (the “Class B Ordinary Shares”, together with the Class A Ordinary Shares, the “Shares”) of Nano Labs Ltd, a Cayman Islands exempted company (the “Issuer”).

This Amendment No.2 is being filed to report the purchase of 887,998 Class A Ordinary Shares by Wyl Ltd in open-market transactions on from April 29 to April 30, 2024.

Except as provided herein, this Amendment No.2 does not modify any of the information previously reported on the Original Schedule 13D. Capitalized terms used but not defined in this Amendment No.2 have the meanings ascribed to them in the Original Schedule 13D, as amended.

Item 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Schedule 13D relates to the Ordinary Shares of the Issuer. The Ordinary Shares of the Issuer consist of Class A Ordinary Shares and Class B Ordinary Shares, par value US\$0.0002 each.

Class A Ordinary Shares of the Issuer are listed on the Nasdaq Global Market under the symbol “NA.”

The principal executive offices of the Issuer are located at China Yuangu Hanggang Technology Building, 509 Qianjiang Road, Shangcheng District, Hangzhou, Zhejiang, People’s Republic of China (the “PRC”).

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Schedule is being jointly filed by the following persons pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended:

1. Mr. Jianping Kong, citizen of People’s Republic of China, with his business address at China Yuangu Hanggang Technology Building, 509 Qianjiang Road, Shangcheng District, Hangzhou, Zhejiang, People’s Republic of China;
2. Tricor Equity Trustee Limited, a company incorporated and existing under the laws of British Virgin Islands, with its principal business address at 5/F, Manulife Place, 348 Kwun Tong Road, Road Town, Kowloon, Hong Kong, and its principal business in trustee services;
3. NlabsDAO Trust, an irrevocable discretionary trust established under the laws of British Virgin Islands, with its trustee’s business address at 5/F, Manulife Place, 348 Kwun Tong Road, Road Town, Kowloon, Hong Kong and principal business in investment holding;
4. JIANPING KONG LTD, a company incorporated and existing under the laws of British Virgin Islands, with its principal business address at China Yuangu Hanggang Technology Building, 509 Qianjiang Road, Shangcheng District, Hangzhou, and its principal business in investment holding;
5. Teeroy Limited, a company incorporated and existing under the laws of Hong Kong, with its principal business address at 5/F, Manulife Place, 348 Kwun Tong Road, Road Town, Kowloon, Hong Kong, and its principal business in trustee services;
6. Lunyu Trust, an irrevocable discretionary trust established under the laws of Singapore, with its trustee’s business address at 5/F, Manulife Place, 348 Kwun Tong Road, Road Town, Kowloon, Hong Kong and principal business in investment holding; and
7. Wyl Ltd, a company incorporated and existing under the laws of Singapore, with its principal business address at China Yuangu Hanggang Technology Building, 509 Qianjiang Road, Shangcheng District, Hangzhou, and its principal business in investment holding.

Mr. Jianping Kong, Tricor Equity Trustee Limited, NlabsDAO Trust, JIANPING KONG LTD, Teeroy Limited, Lunyu Trust and Wyl Ltd are collectively referred to herein as “Reporting Persons,” and each, a “Reporting Person.” The agreement among the Reporting Persons relating to the joint filing is attached hereto as Exhibit 99.1. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information concerning the other Reporting Persons, except as otherwise provided in Rule 13d-1(k).

The name, business address, present principal occupation or employment and citizenship of the directors, executive officers and control persons of the Reporting Persons as of the date hereof is set forth on Schedule A.

During the last five years, none of the Reporting Persons has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented by inserting the following after the last paragraph thereof:

From April 29 to April 30, 2024, Wyl Ltd purchased 887,998 Class A Ordinary in open-market transactions for investment purpose.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (b) of this Schedule 13 D are hereby amended by incorporating by reference the responses of each Reporting Person to Rows (7) through (13), including the footnotes thereto, of the cover pages of this Schedule 13D.

Item 7. Material to be Filed as Exhibits.

Exhibit No.	Description
99.1	Joint Filing Agreement dated May 7, 2024 by and among the Reporting Persons
99.2*	Promissory Note Termination Agreement dated September 5, 2023 by and among the Issuer and SMALL ART LTD., SPACE EXPLORATION JP LTD. and STAR SPECTRUM FUND PTE. LTD
99.3*	Subscription Agreement dated September 5, 2023 by and among the Issuer and JIANPING KONG LTD and Star Spectrum Capital Ltd

* Previously filed

SIGNATURE

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: May 7, 2024

Jianping Kong

By: /s/ Jianping Kong

Name: Jianping Kong

Tricor Equity Trustee Limited

By: /s/ Li Yan Wing Rita

Name: Li Yan Wing Rita

Title: Director

NlabsDAO Trust

By: /s/ Tricor Equity Trustee Limited as trustee of NlabsDAO Trust

Name: Li Yan Wing Rita

Title: Director of Tricor Equity Trustee Limited

JIANPING KONG LTD

By: /s/ Jianping Kong

Name: Jianping Kong

Title: Director

Teeroy Limited

By: /s/ Li Yan Wing Rita

Name: Li Yan Wing Rita

Title: Director

Lunyu Trust

By: /s/ Teeroy Limited as trustee of Lunyu Trust

Name: Li Yan Wing Rita

Title: Director of Teeroy Limited

Wyl Ltd

By: /s/ Jianping Kong

Name: Jianping Kong

Title: Director

SCHEDULE A

Tricor Equity Trustee Limited

Director	Business Address	Present Principal Employment	Citizenship
Nicholas Andrew Messum	2/F, Palm Grove House, P.O. 3340, Road Town, Tortola, British Virgin Islands	Director of Tricor Equity Trustee Limited	British
Ted Francis	2/F, Palm Grove House, P.O. 3340, Road Town, Tortola, British Virgin Islands	Director of Tricor Equity Trustee Limited	British Overseas Territories
Li Yan Wing Rita	5/F, Manulife Place, 348 Kwun Tong Road, Road Town, Kowloon, Hong Kong	Director of Tricor Equity Trustee Limited	Hong Kong SAR, China
Lee Mei Yi	5/F, Manulife Place, 348 Kwun Tong Road, Road Town, Kowloon, Hong Kong	Director of Tricor Equity Trustee Limited	Hong Kong SAR, China

NlabsDAO Trust

Investment manager and settlor	Business Address	Present Principal Employment	Citizenship
Jianping Kong	China Yuangu Hanggang Technology Building, 509 Qianjiang Road, Shangcheng District, Hangzhou, Zhejiang, People's Republic of China	Chairman of Nano Labs Ltd.	PRC

JIANPING KONG LTD

Director	Business Address	Present Principal Employment	Citizenship
Jianping Kong	China Yuangu Hanggang Technology Building, 509 Qianjiang Road, Shangcheng District, Hangzhou, Zhejiang, People's Republic of China	Chairman of Nano Labs Ltd.	PRC

Teeroy Limited

Director	Business Address	Present Principal Employment	Citizenship
Michael Raymond Shue	5/F, Manulife Place, 348 Kwun Tong Road, Road Town, Kowloon, Hong Kong	Director of Teeroy Limited	New Zealand
Li Yan Wing Rita	5/F, Manulife Place, 348 Kwun Tong Road, Road Town, Kowloon, Hong Kong	Director of Teeroy Limited	Hong Kong SAR, China

Lunyu Trust

Investment manager and settlor	Business Address	Present Principal Employment	Citizenship
Jianping Kong	China Yuangu Hanggang Technology Building, 509 Qianjiang Road, Shangcheng District, Hangzhou, Zhejiang, People's Republic of China	Chairman of Nano Labs Ltd.	PRC

Wlyl Ltd

Director	Business Address	Present Principal Employment	Citizenship
Jianping Kong	China Yuangu Hanggang Technology Building, 509 Qianjiang Road, Shangcheng District, Hangzhou, Zhejiang, People's Republic of China	Chairman of Nano Labs Ltd.	PRC

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 13D (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: May 7, 2024

Jianping Kong

By: /s/ Jianping Kong

Name: Jianping Kong

Tricor Equity Trustee Limited

By: /s/ Li Yan Wing Rita

Name: Li Yan Wing Rita

Title: Director

NlabsDAO Trust

By: /s/ Tricor Equity Trustee Limited as trustee of NlabsDAO Trust

Name: Li Yan Wing Rita

Title: Director of Tricor Equity Trustee Limited

JIANPING KONG LTD

By: /s/ Jianping Kong

Name: Jianping Kong

Title: Director

Teeroy Limited

By: /s/ Li Yan Wing Rita

Name: Li Yan Wing Rita

Title: Director

Lunyu Trust

By: /s/ Teeroy Limited as trustee of Lunyu Trust

Name: Li Yan Wing Rita

Title: Director of Teeroy Limited

Wyl Ltd

By: /s/ Jianping Kong

Name: Jianping Kong

Title: Director
