
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Nano Labs Ltd

(Name of Issuer)

Class A ordinary shares, par value US\$0.002 per share

(Title of Class of Securities)

G6391Y128

(CUSIP Number)

12/11/2024

(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)
-
-

SCHEDULE 13G

CUSIP No. G6391Y128

Names of Reporting Persons

1

Golden Forest Management Limited

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

HONG KONG

Number of Shares 5 Sole Voting Power

Beneficially 1,547,988.00
Owned by Shared Voting Power
Each 6
Reporting 0.00
Person
With: Sole Dispositive Power
7
1,547,988.00
Shared Dispositive
8 Power
0.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,547,988.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

9.6 %

12 Type of Reporting Person (See Instructions)

CO

Comment for Type of Reporting Person: Row (11) is based on 16,108,955 outstanding ordinary shares as a single class, being the sum of 13,250,046 Class A ordinary shares and 2,858,909 Class B ordinary shares outstanding as of December 11, 2024 as provided by Nano Labs Ltd, assuming conversion of all Class B ordinary shares into Class A ordinary shares.

SCHEDULE 13G

CUSIP No. G6391Y128

1 Names of Reporting Persons

Profit Cheer Investment Limited

Check the appropriate box if a member of a Group (see instructions)

2 (a)
 (b)

3 Sec Use Only

4 Citizenship or Place of Organization

VIRGIN ISLANDS, BRITISH

Sole Voting Power

5 1,547,988.00

Number of Shares Beneficially Owned by Each Reporting Person With: Shared Voting Power

6 0.00

Sole Dispositive Power

7 1,547,988.00

8 Shared Dispositive Power

0.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,547,988.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

11 9.6 %

Type of Reporting Person (See Instructions)

12 CO

Comment for Type of Reporting Person: Row (5), (7) and (9) represent 1,547,988 Class A ordinary shares held of record by Golden Forest Management Limited, a wholly-owned subsidiary of Profit Cheer Investment Limited. Row (11) is based on 16,108,955 outstanding ordinary shares as a single class, being the sum of 13,250,046 Class A ordinary shares and 2,858,909 Class B ordinary shares outstanding as of December 11, 2024 as provided by Nano Labs Ltd, assuming conversion of all Class B ordinary shares into Class A ordinary shares.

SCHEDULE 13G

CUSIP No. G6391Y128

Names of Reporting Persons

1 Guojun Shen

Check the appropriate box if a member of a Group (see instructions)

2 (a)

(b)

3 Sec Use Only

Citizenship or Place of Organization

4 HONG KONG

Sole Voting Power

5 1,547,988.00

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power 0.00

7 Sole Dispositive Power 1,547,988.00

8 Shared Dispositive Power 0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 1,547,988.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11 9.6 %

Type of Reporting Person (See Instructions)

12 IN

Comment for Type of Reporting Person: Row (5), (7) and (9) represent 1,547,988 Class A ordinary shares held of record by Golden Forest Management Limited, a wholly-owned subsidiary of Profit Cheer Investment Limited. Guojun Shen is the sole shareholder of Profit Cheer Investment Limited. Row (11) is based on 16,108,955 outstanding ordinary shares as a single class, being the sum of 13,250,046 Class A ordinary shares and 2,858,909 Class B ordinary shares outstanding as of December 11, 2024 as provided by Nano Labs Ltd, assuming conversion of all Class B ordinary shares into Class A ordinary shares.

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Nano Labs Ltd

Address of issuer's principal executive offices:

(b)

China Yuangu Hanggang Technology Building 509 Qianjiang Road, Shangcheng District, Hangzhou, Zhejiang, 310000 People's Republic of China

Item 2.

Name of person filing:

(a)

Golden Forest Management Limited Profit Cheer Investment Limited Guojun Shen

Address or principal business office or, if none, residence:

(b)

1703,17/F, Tower II, Admiralty Centre, Queensway, Hong Kong

Citizenship:

(c)

Golden Forest Management Limited - Cayman Islands Profit Cheer Investment Limited - British Virgin Islands Guojun Shen - Hong Kong, the People's Republic of China

Title of class of securities:

(d)

Class A ordinary shares, par value US\$0.002 per share

CUSIP No.:

(e)

G6391Y128

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-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 § 240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with § 240.13d-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 § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k)

Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a)

Golden Forest Management Limited 1,547,988 Profit Cheer Investment Limited 1,547,988 Guojun Shen 1,547,988

Percent of class:

(b)

9.6 % 9.6 % 9.6 %

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

1,547,988 1,547,988 1,547,988

(ii) Shared power to vote or to direct the vote:

0 0 0

(iii) Sole power to dispose or to direct the disposition of:

1,547,988 1,547,988 1,547,988

(iv) Shared power to dispose or to direct the disposition of:

0 0 0

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

Item 6. Ownership of more than 5 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

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.

Golden Forest Management Limited

Signature: /s/ Guojun Shen

Name/Title: Guojun Shen/Director

Date: 12/23/2024

Profit Cheer Investment Limited

Signature: /s/ Guojun Shen

Name/Title: Guojun Shen/Director

Date: 12/23/2024

Guojun Shen

Signature: /s/ Guojun Shen

Name/Title: Guojun Shen/Director

Date: 12/23/2024

Exhibit Information

A Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Class A ordinary shares of Nano Labs Ltd is filed on behalf of each of us.

Dated: December 23, 2024

Golden Forest Management Limited

By: /s/ Guojun Shen

Name: Guojun Shen

Title: Director

Profit Cheer Investment Limited

By: /s/ Guojun Shen

Name: Guojun Shen

Title: Director

/s/ Guojun Shen

Name: Guojun Shen