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

SCHEDULE 13G

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

U Power Limited
(Name of Issuer)

Ordinary shares, par value \$0.00001 per share
(Title of Class of Securities)

G9520U116
(CUSIP Number)

March 1, 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)

* 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).

1.	Names of Reporting Persons Zeng Lingzhi		
2.	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization China		
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 300,000*	
	6.	Shared Voting Power 0	
	7.	Sole Dispositive Power 300,000*	
	8.	Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 300,000*		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>		
11.	Percent of Class Represented by Amount in Row (9) 12.19%**		
12.	Type of Reporting Person IN		

* Represents 300,000 ordinary shares held by Zeng Lingzhi.

** Percentage of class is calculated based on 2,460,938 ordinary shares outstanding as of April 5, 2024, which information was provided by the Issuer to the Reporting Persons on April 5, 2024.

ITEM 1.

(a) Name of Issuer: U Power Limited

(b) Address of Issuer's Principal Executive Offices: 2F, Zuoan 88 A, Lujiazui, Shanghai, People's Republic of China.

ITEM 2.

2(a) Name of Person Filing:

Zeng Lingzhi

2(b) Address of Principal Business Office, or if None, Residence:

Zeng Lingzhi: Room 301B, No. 49, Lane 1200, Quxi Road, Huangpu District, Shanghai, China

2(c) Citizenship:

Zeng Lingzhi: China

2(d) Title of Class of Securities:

Ordinary shares, par value \$0.00001 per share

2(e) CUSIP Number:

G9520U116

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable.

ITEM 4. OWNERSHIP.

The information requested in these paragraphs is incorporated herein by reference to the cover pages to this Schedule 13G.

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.

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.

Date: April 9, 2024

By: /s/ Zeng Lingzhi

Name: Zeng Lingzhi

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.
