
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

XIAO-I CORPORATION

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

98423X100

(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*).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SCHEDULE 13G

CUSIP No.	98423X100
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1	Names of Reporting Persons	
	River Hill China Fund L.P.	
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	
	Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
		0
	6	Shared Voting Power
		1,458,532
7	Sole Dispositive Power	
	0	
8	Shared Dispositive Power	
	1,458,532	
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,458,532	
10	Check box 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)	
	6.07%	
12	Type of Reporting Person (See Instructions)	
	FI	

SCHEDULE 13G

CUSIP No.	98423X100
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1	Names of Reporting Persons	
	River Hill China GP 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
		0
	6	Shared Voting Power
		1,458,532
7	Sole Dispositive Power	
	0	
8	Shared Dispositive Power	
	1,458,532	
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,458,532	
10	Check box 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)	
	6.07%	
12	Type of Reporting Person (See Instructions)	
	FI	

SCHEDULE 13G

CUSIP No.	98423X100
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1	Names of Reporting Persons		
	Shihuang Xie		
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		
	China		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power	0
	6	Shared Voting Power	1,458,532
	7	Sole Dispositive Power	0
	8	Shared Dispositive Power	1,458,532
9	Aggregate Amount Beneficially Owned by Each Reporting Person		
	1,458,532		
10	Check box 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)		
	6.07%		
12	Type of Reporting Person (See Instructions)		
	IN		

Item 1.

(a) Name of Issuer:

XIAO-I CORPORATION

(b) Address of Issuer's Principal Executive Offices:

5/F, Building 2, No. 2570 Hechuan Road, Minhang, District Shanghai, China

Item 2.

(a) Name of Person Filing:

The persons filing this statement are River Hill China Fund L.P., a limited partnership registered in the Cayman Islands ("Riverhill Fund"), and its general partner River Hill China GP Ltd. a limited liability company registered in the British Virgin Islands ("Riverhill GP"), and Shihuang Xie, a Chinese citizen ("Mr. Xie" and collectively with Riverhill Fund and Riverhill GP, the "Reporting Persons").

Mr. Xie serves as the director of Riverhill GP. The Reporting Persons are filing this Schedule 13G jointly, but not as members of a group, and each disclaims membership in a group.

Mr. Xie also disclaims beneficial ownership of the Securities except to the extent of that person's pecuniary interest therein.

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

The registered address for Riverhill Fund and Riverhill GP is Maples Corporate Services Limited, PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. The address of principal business office for Mr. Xie is #53 Anjiatang Road, Shangcheng District, Hangzhou, Zhejiang Province, P.R. China.

(c) Citizenship:

See subsection (a) of this Item 2

(d) Title and Class of Securities:

Ordinary Shares

(e) CUSIP No.:

98423X100

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;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 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;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: ____

Item 4. Ownership

(a) Amount Beneficially Owned:

See Items 5-9 and 11 of the cover page for each Reporting Person.

The ownership of ordinary shares of the Issuer reported by each Reporting Person relates to 1,458,532 shares of Ordinary Shares, or 6.07%, of the Issuer's total issued and outstanding ordinary shares. This percentage is calculated based upon 24,015,592 Ordinary Shares issued and outstanding (as of December 31, 2023), as set forth in the Issuer's Annual report on Form 20-F as filed with the Securities and Exchange Commission on April 30, 2024.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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.

List of Exhibits

[99.1](#) [Joint Filing Agreement](#)

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.

Dated: July 9, 2024

River Hill China Fund L.P.

By: /s/ Shihuang Xie

Name: Shihuang Xie

Title: Director

River Hill China GP Ltd.

By: /s/ Shihuang Xie

Name: Shihuang Xie

Title: Director

/s/ Shihuang Xie

Shihuang Xie*

* The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interests therein, and this report shall not be deemed an admission that such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

EXHIBIT A

Joint Filing Agreement

In accordance with 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 ordinary shares, par value US\$0.00005 per share of XIAO-I CORPORATION, a Cayman Islands exempted company; and (ii) that this joint filing agreement may be included as an Exhibit 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 it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others.

Dated: July 9, 2024

River Hill China Fund L.P.

By: /s/ Shihuang Xie

Name: Shihuang Xie

Title: Director

River Hill China GP Ltd.

By: /s/ Shihuang Xie

Name: Shihuang Xie

Title: Director

/s/ Shihuang Xie

Shihuang Xie
