

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Terns Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

880881107

(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, as amended ("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.	Name of Reporting Person Hopewell Resources Holdings Limited (“HOPE”)		
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" 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 919,523	
	7.	Sole Dispositive Power 0	
	8.	Shared Dispositive Power 919,523	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 919,523		
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 1.5%(1)		
12.	Type of Reporting Person (see instructions) OO		

(1) This percentage is calculated based upon 61,794,522 shares of common stock outstanding of Terns Pharmaceuticals, Inc. (the “**Issuer**”) as of November 3, 2023, as set forth in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2023.

1.	Name of Reporting Person Oriental Spring Venture Limited (“ORIEN”)	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" 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 459,762
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 459,762
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 459,762	
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 0.7%(1)	
12.	Type of Reporting Person (see instructions) OO	

(1) This percentage is calculated based upon 61,794,522 shares of common stock outstanding of Terns Pharmaceuticals, Inc. (the “**Issuer**”) as of November 3, 2023, as set forth in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2023.

1.	Name of Reporting Person LAV Aqua Limited (“AQUA”)	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" 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 1,136,698
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 1,136,698
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,136,698	
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 1.8%(1)	
12.	Type of Reporting Person (see instructions) OO	

(1) This percentage is calculated based upon 61,794,522 shares of common stock outstanding of Terns Pharmaceuticals, Inc. (the “**Issuer**”) as of November 3, 2023, as set forth in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2023.

1.	Name of Reporting Person LAV Biosciences Fund V, L.P. ("LAVV")		
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" 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 385,583	
	7.	Sole Dispositive Power 0	
	8.	Shared Dispositive Power 385,583	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 385,583		
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 0.6%(1)		
12.	Type of Reporting Person (see instructions) PN		

(1) This percentage is calculated based upon 61,794,522 shares of common stock outstanding of Terns Pharmaceuticals, Inc. (the "Issuer") as of November 3, 2023, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2023.

1.	Name of Reporting Person Yi Shi		
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC USE ONLY		
4.	Citizenship or Place of Organization United States		
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0	
	6.	Shared Voting Power 2,901,566 shares, 919,523 of which are directly owned by HOPE, 459,762 of which are directly owned by ORIEN, 1,136,698 of which are directly owned by AQUA, and 385,583 of which are directly owned by LAVV. Yi Shi, the managing partner of HOPE, ORIEN, AQUA and LAVV, may be deemed to have shared power to vote these shares.	
	7.	Sole Dispositive Power 0	
	8.	Shared Dispositive Power 2,901,566 shares, 919,523 of which are directly owned by HOPE, 459,762 of which are directly owned by ORIEN, 1,136,698 of which are directly owned by AQUA, and 385,583 of which are directly owned by LAVV. Yi Shi, the managing partner of HOPE, ORIEN, AQUA and LAVV, may be deemed to have shared power to vote these shares.	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,901,566		
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 4.7%(1)		
12.	Type of Reporting Person (see instructions) IN		

(1) This percentage is calculated based upon 61,794,522 shares of common stock outstanding of Terns Pharmaceuticals, Inc. (the "Issuer") as of November 3, 2023, as set forth in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2023.

Item 1(a) Name of Issuer.

Terns Pharmaceuticals, Inc. (the “*Issuer*”)

Item 1(b) Address of Issuer’s Principal Executive Offices.

1065 East Hillsdale Blvd., Suite 100
Foster City, CA 94404

Item 2(a) Name of Persons Filing.

This Statement is filed by Hopewell Resources Holdings Limited (“*HOPE*”), Oriental Spring Venture Limited (“*ORIEN*”), LAV Aqua Limited (“*AQUA*”), LAV Biosciences Fund V, L.P. (“*LAVV*”) and Dr. Yi Shi. The foregoing entities and individual are collectively referred to as the “Reporting Persons.”

Dr. Shi is the managing partner of HOPE, ORIEN, AQUA and LAVV, and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer directly owned by HOPE, ORIEN, AQUA and LAVV.

Item 2(b) Address of Principal Business Office or, If None, Residence.

The address for HOPE, ORIEN, AQUA, LAVV and Dr. Shi is Room 606-7, St. George’s Building, 2 Ice House Street, Central, Hong Kong.

Item 2(c) Citizenship.

HOPE, ORIEN and AQUA are British Virgin Islands business companies. LAVV is Cayman Islands partnership. Dr. Shi is a United States citizen.

Item 2(d) Title of Class of Securities.

Common Stock, \$0.0001 par value per share

Item 2(e) CUSIP Number.

880881107

Item 3 Not applicable.

Item 4. Ownership.

The following information with respect to the ownership of the Common Stock of the Issuer by the Reporting Persons is provided as of December 31, 2023:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:**(i) Sole power to vote or to direct the vote:**

See Row 5 of cover page for each Reporting Person.

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

See Row 6 of cover page for each Reporting Person.

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

See Row 7 of cover page for each Reporting Person.

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

See Row 8 of cover page for each Reporting Person.

Item 5. Ownership of 5 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 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 a Group.

Not applicable.

Item 10. Certification

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.

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.

Dated: February 13, 2024

HOPEWELL RESOURCES HOLDINGS LIMITED

By: /s/ Yi Shi
Name: Yi Shi
Title: Managing Partner

Dated: February 13, 2024

ORIENTAL SPRING VENTURE LIMITED

By: /s/ Yi Shi
Name: Yi Shi
Title: Managing Partner

Dated: February 13, 2024

LAV AQUA LIMITED

By: /s/ Yi Shi
Name: Yi Shi
Title: Managing Partner

Dated: February 13, 2024

LAV BIOSCIENCES FUND V, L.P.

By: /s/ Yi Shi
Name: Yi Shi
Title: Managing Partner

Dated: February 13, 2024

YI SHI

By: /s/ Yi Shi
Name: Yi Shi

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit 99.1: Agreement of Joint Filing	

AGREEMENT OF JOINT FILING

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Terns Pharmaceuticals, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Dated: February 13, 2024

HOPEWELL RESOURCES HOLDINGS LIMITED

By: /s/ Yi Shi
Name: Yi Shi
Title: Managing Partner

ORIENTAL SPRING VENTURE LIMITED

By: /s/ Yi Shi
Name: Yi Shi
Title: Managing Partner

LAV AQUA LIMITED

By: /s/ Yi Shi
Name: Yi Shi
Title: Managing Partner

LAV BIOSCIENCES FUND V, L.P.

By: /s/ Yi Shi
Name: Yi Shi
Title: Managing Partner

YI SHI

By: /s/ Yi Shi
Name: Yi Shi