

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Chan Heng Fai Ambrose</u> (Last) (First) (Middle) C/O SHARING SERVICES GLOBAL CORPORATION 5200 TENNYSON PARKWAY, SUITE 400 (Street) PLANO, TX 75024 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SHARING SERVICES GLOBAL Corp [SHRG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Executive Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Note	(1)	03/18/2024		P		148,810 ⁽¹⁾		03/25/2025 ⁽¹⁾	03/18/2027	Common Stock	(1)	\$1.68 ⁽¹⁾	148,810 ⁽¹⁾	I	See footnote ⁽⁶⁾
Common Stock Purchase Warrant	(1)	03/18/2024		P		148,810 ⁽¹⁾		03/25/2025	03/18/2029	Common Stock	(1)	\$1.68 ⁽¹⁾	297,620 ⁽¹⁾	I	See footnote ⁽⁶⁾
Convertible Promissory Note	(2)	05/09/2024		P		89,286 ⁽²⁾		03/25/2025 ⁽²⁾	05/18/2027	Common Stock	(2)	\$2.8 ⁽²⁾	386,906 ⁽²⁾	I	See footnote ⁽⁶⁾
Convertible Promissory Note	(3)	06/06/2024		P		89,286 ⁽³⁾		03/25/2025 ⁽³⁾	06/06/2027	Common Stock	(3)	\$2.8 ⁽³⁾	476,192 ⁽³⁾	I	See footnote ⁽⁶⁾
Convertible Promissory Note	(4)	08/13/2024		P		35,714 ⁽⁴⁾		03/25/2025 ⁽⁴⁾	08/13/2027	Common Stock	(4)	\$2.8 ⁽⁴⁾	511,906 ⁽⁴⁾	I	See footnote ⁽⁶⁾
Convertible Promissory Note	(5)	11/12/2024		P		2,500,000 ⁽⁵⁾		03/25/2025 ⁽⁵⁾	11/12/2026	Common Stock	(5)	\$0.1 ⁽⁵⁾	3,011,906 ⁽⁵⁾	I	See footnote ⁽⁶⁾

1. Name and Address of Reporting Person*
Chan Heng Fai Ambrose
 (Last) (First) (Middle)
 C/O SHARING SERVICES GLOBAL CORPORATION
 5200 TENNYSON PARKWAY, SUITE 400
 (Street)
 PLANO, TX 75024
 (City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman

1. Name and Address of Reporting Person*
Alset Inc.
 (Last) (First) (Middle)
 4800 MONTGOMERY LANGE, SUITE 210
 (Street)
 BETHESDA, MD 20814
 (City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

Director 10% Owner
 Officer (give title below) Other (specify below)

1. Name and Address of Reporting Person*

HWH International Inc.

(Last) (First) (Middle)

4800 MONTGOMERY LANE, SUITE 210

(Street)

BETHESDA, MD 20814

(City)

(State)

(Zip)

Relationship of Reporting Person(s) to Issuer

Director	X	10% Owner
Officer (give title below)		Other (specify below)

Explanation of Responses:

1. On March 18, 2024, the Issuer entered into a Convertible Promissory Note (the "March Note") promising to pay HWH International Inc., a Delaware corporation ("HWH"), \$250,000.00. All amounts due under the March Note may be converted into the common stock of the Issuer at the discretion of the holder. The conversion price is fixed at \$1.68 per share. The Issuer and HWH subsequently entered into an amendment to the March Note which set the term of the optional conversion feature of the March Note to be between March 25, 2025, and the maturity of the Note on the third anniversary of its effectiveness, March 18, 2027. As further consideration for the March Note, the Issuer granted HWH a common stock purchase warrant to purchase up to 148,810 shares of the Issuer's common stock at a purchase price of \$1.68 per share.
2. On May 9, 2024, the Issuer entered into a Convertible Promissory Note (the "May Note") promising to pay HWH \$250,000.00. All amounts due under the May Note may be converted into the common stock of the Issuer at the discretion of the holder. The conversion price is fixed at \$2.80 per share. The Issuer and HWH subsequently entered into an amendment to the May Note which set the term of the optional conversion feature of the May Note to be between March 25, 2025, and the maturity of the Note on the third anniversary of its effectiveness, May 9, 2027.
3. On June 6, 2024, the Issuer entered into a Convertible Promissory Note (the "June Note") promising to pay HWH \$250,000.00. All amounts due under the June Note may be converted into the common stock of the Issuer at the discretion of the holder. The conversion price is fixed at \$2.80 per share. The Issuer and HWH subsequently entered into an amendment to the June Note which set the term of the optional conversion feature of the June Note to be between March 25, 2025, and the maturity of the Note on the third anniversary of its effectiveness, June 6, 2027.
4. On August 13, 2024, the Issuer entered into a Convertible Promissory Note (the "August Note") promising to pay HWH \$100,000.00. All amounts due under the August Note may be converted into the common stock of the Issuer at the discretion of the holder. The conversion price is fixed at \$2.80 per share. The Issuer and HWH subsequently entered into an amendment to the August Note which set the term of the optional conversion feature of the August Note to be between March 25, 2025, and the maturity of the Note on the third anniversary of its effectiveness, August 13, 2027.
5. On November 12, 2024, the Issuer entered into a Convertible Promissory Note (the "November Note") promising to pay Alset Inc., a Texas corporation, \$250,000.00. All amounts due under the November Note may be converted into the common stock of the Issuer at the discretion of the holder. The conversion price is fixed at \$0.10 per share. The Issuer and Alset Inc. subsequently entered into an amendment to the November Note which set the term of the optional conversion feature of the November Note to be between March 25, 2025, and the maturity of the Note on the second anniversary of its effectiveness, November 12, 2026.
6. Mr. Chan is the Chairman, Chief Executive Officer and majority stockholder of Alset Inc. Mr. Chan, as indirect beneficial owner, has dispositive control over the securities of the Issuer owned by Alset Inc. Mr. Chan is the Chairman of HWH International Inc., which is a majority-owned subsidiary of Alset Inc. Mr. Chan, as indirect beneficial owner, has dispositive control over the securities of the Issuer owned by HWH International Inc.

HWH International Inc. /s/ Ronald Wei, Chief Financial Officer 01/28/2025

Alset Inc. /s/ Chan Heng Fai Ambrose, Chief Executive Officer 01/28/2025

/s/ Chan Heng Fai Ambrose 01/28/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.