

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>			2. Issuer Name and Ticker or Trading Symbol <u>HWH International Inc. [HWH]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2024</u>						
<u>9 TEMASEK BOULEVARD #16-04</u> <u>SUNTEC TOWER TWO</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
<u>SINGAPORE</u>	<u>U0</u>	<u>038989</u>							
(City)	(State)	(Zip)							

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			
Common Stock	01/30/2024		J		347,220 ⁽¹⁾⁽²⁾	D	(1)(3)	2,330,155 ⁽¹⁾⁽²⁾	I	See Footnote ⁽⁴⁾

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					

1. Name and Address of Reporting Person* <u>Chan Heng Fai Ambrose</u>		
(Last)	(First)	(Middle)
<u>9 TEMASEK BOULEVARD #16-04</u> <u>SUNTEC TOWER TWO</u>		
(Street)	(City)	(State)
<u>SINGAPORE</u>	<u>U0</u>	<u>038989</u>
(City)	(State)	(Zip)
Relationship of Reporting Person(s) to Issuer		
<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	
Officer (give title below)	Other (specify below)	

1. Name and Address of Reporting Person* <u>Alset Inc.</u>		
(Last)	(First)	(Middle)
<u>4800 MONTGOMERY LANE,</u> <u>SUITE 210</u>		
(Street)	(City)	(State)
<u>BETHESDA,</u>	<u>MD</u>	<u>20814</u>
(City)	(State)	(Zip)
Relationship of Reporting Person(s) to Issuer		
Director	<input checked="" type="checkbox"/> 10% Owner	
Officer (give title below)	Other (specify below)	

1. Name and Address of Reporting Person* <u>Alset Acquisition Sponsor, LLC</u>		
(Last)	(First)	(Middle)
<u>4800 MONTGOMERY LANE,</u> <u>SUITE 210</u>		
(Street)	(City)	(State)
<u>BETHESDA,</u>	<u>MD</u>	<u>20814</u>
(City)	(State)	(Zip)

Relationship of Reporting Person(s) to Issuer		
Director	<input checked="" type="checkbox"/>	10% Owner
Officer (give title below)		Other (specify below)

Explanation of Responses:

1. Alset Acquisition Sponsor, LLC ("the Sponsor") entered into an agreement effective January 30, 2024 (the "Agreement"), pursuant to which the Sponsor loaned a borrower (the "Borrower") 347,220 shares of the Issuer's common stock (the "Shares"). Under the terms of the Agreement, the Borrower will return the aforementioned shares to the Sponsor no later than six months following the execution of the Agreement. The Sponsor will retain the right to vote the Shares and receive any dividends paid on the Shares during the duration of the loan. The Borrower may not sell, lend or transfer the Shares. The Borrower has agreed not to buy, sell or short any securities of the Issuer for a period of one year from the date of the Agreement.
2. Under the terms of the Agreement, the Sponsor may request the return of the Shares at any time upon five days' notice during the term of the Agreement. If the Sponsor shall request the return of the Shares during the initial 90 days of the term of the Agreement, the Sponsor shall be required to make a loan of comparable value to the Borrower.
3. The Sponsor has agreed that all consideration for its loan of the Shares to the Borrower shall be paid directly to the Issuer. The consideration for the loan of Shares shall consist of certain equity interest in the Borrower. The exact value of such equity interests cannot be precisely determined at the present time.
4. Alset Inc. may be deemed to possess beneficial ownership of the shares of the Issuer owned by the Sponsor as the majority owner of the Sponsor. Mr. Chan may be deemed to possess beneficial ownership of shares of the Issuer owned by the Sponsor as the Chairman, Chief Executive Officer and majority stockholder of Alset Inc.

/s/ Chan Heng Fai Ambrose 02/01/2024

Alset Inc. /s/ Chan Heng Fai 02/01/2024
Ambrose, Chief Executive Officer

Alset Acquisition Sponsor, LLC By:
Alset SPAC Group Inc., its Sole 02/01/2024
Member /s/ Chan Heng Fai
Ambrose, Chief Executive Officer

** 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.