

**FORM 8-K**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 30, 2024**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-41254</b>	<b>87-3296100</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
<b>4800 Montgomery Lane, Suite 210 Bethesda, MD</b>		<b>20814</b>
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: **(301) 971-3955**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	HWH	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure

JT Thatch, Chief Executive Officer of HWH International Inc. (“Company”), provided information to potential investors in the Company on October 30, and October 31, 2024. The slide package prepared by the Company for use in connection with these presentations is furnished herewith as Exhibit 99.1. All of the information in the attached presentation is presented as of October 30, 2024, and the Company does not assume any obligation to update such information in the future.

The information included in this Form 8-K, as well as the exhibit referenced herein, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
99.1	<a href="#">Company Investor Presentation dated, as of October 30, 2024</a>
104	Cover page Interactive Data File (embedded within the Inline XBRL document).



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 4, 2024

HWH INTERNATIONAL INC.

By: /s/ Rongguo Wei  
Name: Rongguo Wei  
Title: Chief Financial Officer





**Our Purpose**

Creating a purpose-driven business model and develop new pathways to help people in their pursuit of Health, Wealth and Happiness.

**Our Philosophy**

**Health**  
is the foundation of everything we do. We recognize that good health is necessary for personal growth and happiness.

**Wealth**  
is not just about financial success but also about personal growth and empowerment.

**Happiness**  
is the ultimate goal of life. We believe that happiness comes from a balance of good health, financial stability, and meaningful relationships.



## Disclaimer

This presentation is being provided for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to purchase any of HWH International Inc.'s (the "Company") securities. This presentation is not intended, nor should it be distributed, for advertising purposes, nor is it intended for broadcast or publication to the general public. Any such offer of the Company's securities will only be made in compliance with applicable state and federal securities laws pursuant to a prospectus or an offering memorandum and related offering documents which will be provided to qualified prospective investors upon request.

This presentation contains certain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These include, without limitation, statements about its growth and market potential, ability to generate revenue, potential to dominate markets, and user growth. These statements may be identified by the use of the words "could", "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project" and similar expressions that are intended to identify forward-looking statements. All forward-looking statements speak only as of the date of this presentation. You should not place undue reliance on these forward-looking statements.

Although we believe that our plans, objectives, expectations and intentions reflected in or suggested by the forward-looking statements are reasonable, we can give no assurance that these plans, objectives, expectations or intentions will be achieved. Forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from historical experience and present expectations or projections. Actual results may differ materially from those in the forward-looking statements and the trading price for our common stock may fluctuate significantly. Forward-looking statements also are affected by the risk factors described in our filings with the U.S. Securities and Exchange Commission. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.



## Forward Looking Statement

This presentation contains forward-looking statements that are based on our management's beliefs and assumptions and on information currently available to us. All statements other than statements of historical facts are forward-looking. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

- Our goals and strategies;
- Our future business development, financial condition and results of operations;
- Expected changes in our revenue, costs or expenditures;
- Growth of and competition trends in our industry;
- Our expectations regarding demands for, and market acceptance of, our products;
- Our expectations regarding our relationships with investors, institutional funding partners and other parties with whom we collaborate;
- Our expectations regarding the use of proceeds from this offering;
- Fluctuations in general economic and business conditions in the markets in which we operate; and
- Relevant government policies and regulations relating to our industry.

In some cases, you can identify forward-looking statements by terms such as “may”, “could”, “will”, “should”, “would”, “expect”, “plan”, “intend:”, “anticipate”, “believe”, “estimate,” “predict,” “potential,” “project,” or “continue” or the negative of these terms or other comparable terminology. These statements are only predictions. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which are, in some cases, beyond our control and which could materially affect results. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under the heading “Risk Factors” and elsewhere in the registration statement that we have filed with the U.S. Securities and Exchange Commission. If one or more of these risks or uncertainties occur, or if our underlying assumptions prove to be incorrect, actual events or results may vary significantly from those implied or projected by the forward-looking statements. No forward-looking statement is a guarantee of future performance.

The forward-looking statements made in this presentation relate only to events or information as of the date on which the statements are made in this presentation. Although we will become a public company after this offering and have ongoing disclosure obligations under United States federal securities laws, we do not intend to update or otherwise revise the forward-looking statements in this presentation, whether as a result of new information, future events or otherwise.







**Hapi Cafe:** A physical location where HWH showcases products from the Hapi Marketplace. It also serves as a promotional space for **Hapi Travel**, featuring ambassadors who promote exclusive travel packages, and a venue for hosting **Hapi Wealth Builder** events and training sessions. The cafe is an embodiment of HWH's focus on **Health**, providing a community space to nurture wellness.  
[www.hapicafes.com](http://www.hapicafes.com)



**Hapi Travel:** This arm of the ecosystem promotes exploration and fulfillment, aligning with the **Happiness** dimension of HWH. It offers specially curated travel packages designed to enrich experiences and well-being. [www.hapicafes.com](http://www.hapicafes.com)

## 4 Core Pillar Overview



**ECOSYSTEM**  
Built around our vision of  
Health, Wealth and Happiness.



**Hapi Wealth Builder:** A knowledge sharing initiative that seeks to focus on providing comprehensive mentorship in equity investment and wealth-building strategies, this initiative ties into the **Wealth** aspect of HWH.  
[www.hapiwealthbuilder.com](http://www.hapiwealthbuilder.com)



**Hapi Marketplace:** The marketplace is a key link between **Health** and **Happiness**, offering a range of curated products designed to improve overall well-being. It serves as the core commercial platform for HWH, emphasizing healthy choices.  
[www.hapi-marketplace.com](http://www.hapi-marketplace.com)

## Member Based Subscription Model





HAPI CAFE STORES



SINGAPORE



SEOUL, SOUTH KOREA



SEOUL, SOUTH KOREA



TAIPEI, TAIWAN  
HAPI Café owned by our affiliates



GUANGDONG , CHINA  
HAPI Café owned by our affiliates

The core of **Hapi Cafe** mission is to promote health through offering a variety of nutritious meals, including specialized Keto diet meal plans. Beyond this, Hapi Café serves as a dynamic venue for HWH members to immerse themselves in HWH Philosophy.

OTHER F&B BUSINESSES



Killiney is one of Singapore’s oldest franchises, founded in late 1919, serving traditional local cuisine.



9 PENANG ROAD



SUNTEC CITY MALL



Ketomei is a keto **subscription** meal prep platform.



Fitfresh is a healthy **subscription** meal prep platform.


[View Website](#)

[Watch Video](#)





View Website

## EXPLORE OUR CURATED SELECTION

Happy Marketplace is an e-commerce store that provide consumers with access to products direct from manufacturers and wholesalers.

Consumers can shop from our diverse range of products, handpicked for every aspect of their lifestyle.

























The platform is currently open in Korea and in pre-launch phase in the United States.

>40

HAPI Categories

>7000

HAPI Products

 Auto Accessories	 Bathroom Supplies	 Cosmetic	 Home Accessories	 Kids Fashion	 Kitchen Supplies	 Men Fashion	 Men Trousers	 Office Supplies	 Skincare	 Travel Accessories	 Women Fashion
 Baby Wear	 Coffee Accessories	 HAPI Health and Beauty	 Innovative Gadget	 Kids Footwear	 Men Accessories	 Men Footwear	 Mobile Accessories	 Senior Citizen	 Tableware	 Women Accessories	 Women Footwear







View Website

# STRATEGIC JOINT VENTURE

HWH International Inc has entered into a strategic Joint Venture to expand our travel division in Asia under HapiTravel Holding.

The Joint Venture will offer **Travel Booking Platform:**



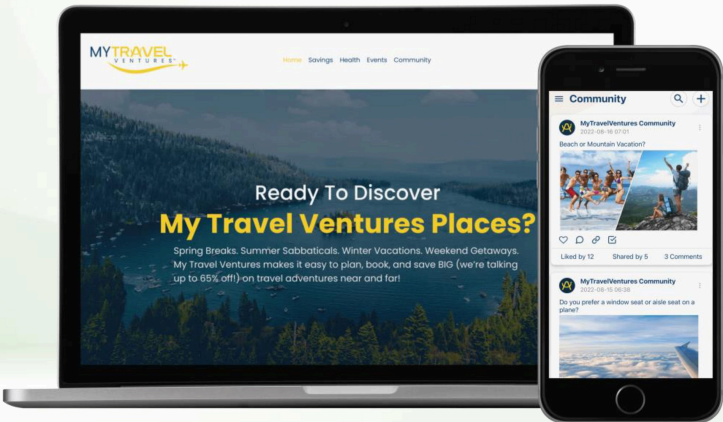
Flight



Hotel

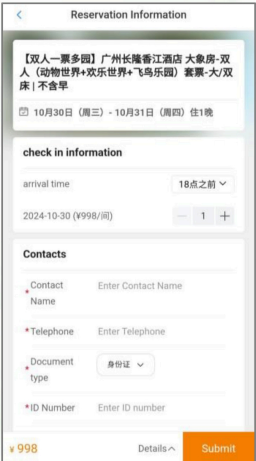
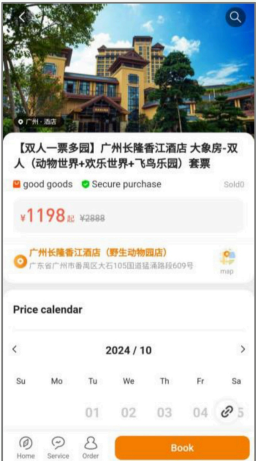
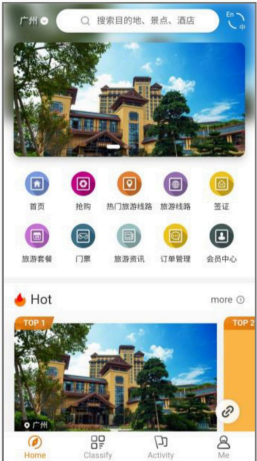


Cruise



## Tour Packages:

- Customizable Tours
- Meetings, incentive travel, conferences and exhibitions (MICE)
- Educational Tours



Nice Travel Online Platform.





Hapi Wealth Builder offers educational programs to members on various investment or wealth building topics. Our objective is to provide mentoring and empowerment to individuals, equipping them with the necessary resources to attain financial independence.

View Website

1

Simple Yet Powerful Investment Techniques

What to Do in a Bear Market

2

What to Do in a Bear Market

What to Do in a Bear Market

3

What to Do in a Bear Market

What to Do in a Bear Market

4

What to Do in a Bear Market

What to Do in a Bear Market

5

What to Do in a Bear Market

What to Do in a Bear Market

6

Simple Yet Powerful Investment Techniques

Turnaround of bull market

7

Turnaround of bull market

Turnaround of bull market

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Turnaround of bull market

Turnaround of bull market

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Turnaround of bull market

Turnaround of bull market

10

Turnaround of bull market

Turnaround of bull market

11

Simple Yet Powerful Technical Indicators

Trending Channel

12

Simple Yet Powerful Technical Indicators

Trending Channel

13

Trending Channel

Trending Channel

14

Trending Channel

Trending Channel

15

Trending Channel

Trending Channel

16

Simple Yet Powerful Bond Investing

Yield curves (3)

17

What is a Yield Curve?

What is a Yield Curve?

18

What is a U.S. Treasury Yield Curve?

What is a U.S. Treasury Yield Curve?

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What is a U.S. Treasury Yield Curve?

What is a U.S. Treasury Yield Curve?

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What is a U.S. Treasury Yield Curve?

What is a U.S. Treasury Yield Curve?

21

Simple Yet Powerful Trading Techniques

Price and Core of Swing Trading

22

Benefits of swing trading

Benefits of swing trading

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Benefits of swing trading

Benefits of swing trading

24

Benefits of swing trading

Benefits of swing trading

25

Drawbacks of swing trading

Drawbacks of swing trading

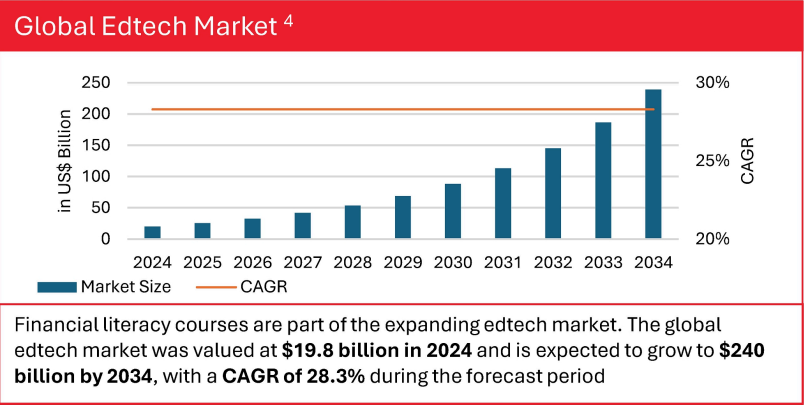
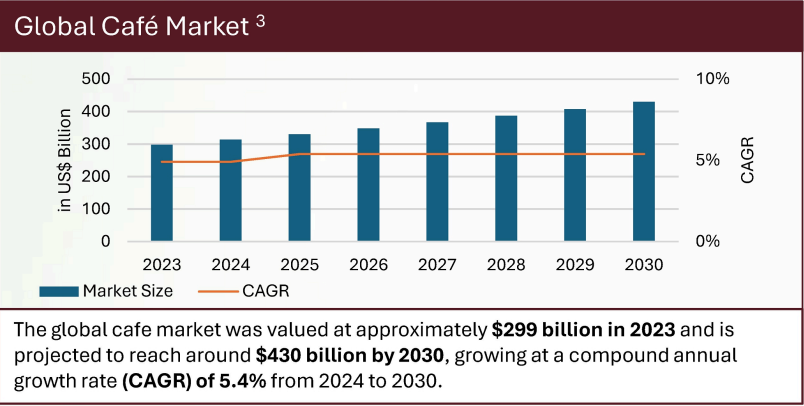
>257  
Videos and growing

- Topics:
1. Trading Fundamentals
  2. Technical Indicators
  3. Economics
  4. Risk Management
  5. Trading Products
  6. Trading Strategies
  7. And many more....

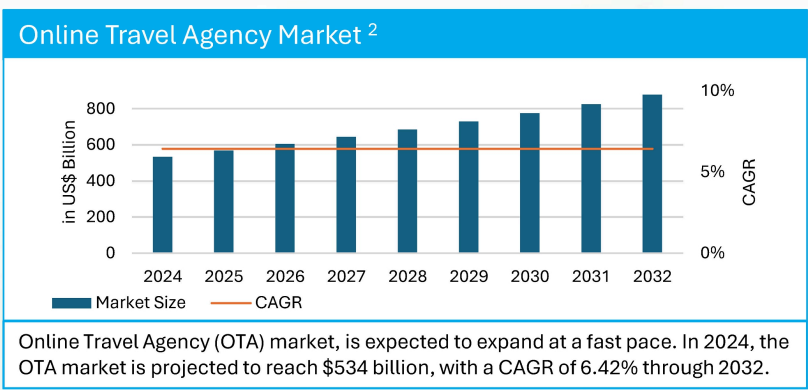
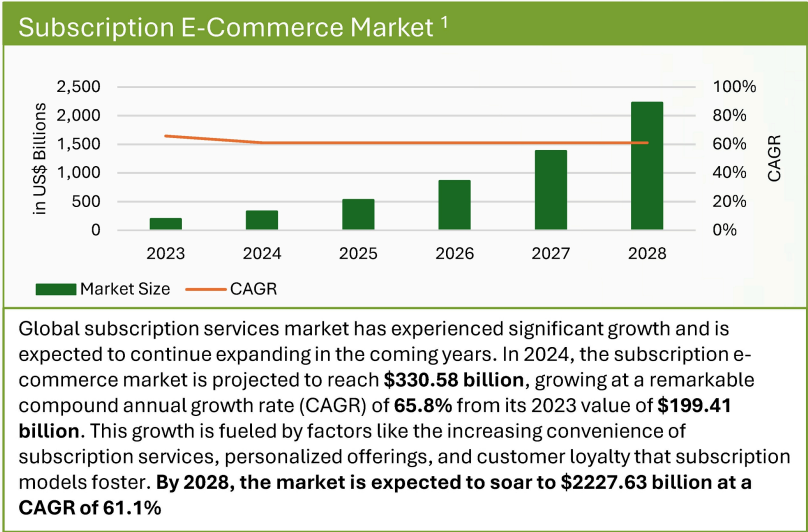
View Sample Video



# MARKET OPPORTUNITY



1: Research and Markets, "Subscription E-commerce Global Market Report 2024"  
2: Global Market Insights Inc.  
3: Grand View Research  
4: Cognitive Market Research



MEET THE TEAM



**Chan Heng Fai**  
*Executive Chairman, Director*

Mr. Chan has over 45 years of experience in the financial and equity investment sectors.

Mr. Chan held key leadership roles, including management of American Pacific Bank (n.k.a Riverview Bank) which achieved a ranking of #21 for performance among all U.S. listed banks in 1997, Managing Chairman of Heng Fai Enterprise Limited (n.k.a Zensun Enterprises Limited) from 1995 to 2015, Managing Director of Singexpress Group Ltd (n.k.a SingHaiyi Group Ltd.) from 2003 to 2013, and Executive Chairman of China Gas Holdings Limited from 1997 to 2002. He has been a executive chairman of DSS, Inc. since 2019.

Mr. Chan serves on the boards of several companies, including Alset Inc, Alset International Limited, LiquidValue Development Inc., Hapi Metaverse Inc., Sharing Services Global Corporation, and Value Exchange International.



**John 'JT' Thatch**  
*Executive Director, CEO*

Mr. Thatch is an accomplished, energetic, entrepreneur-minded executive who has the vision and knowledge to create growth and shareholder value any organization.

Mr. Thatch has successfully started, owned and operated several sized businesses in various industries, including service, retail, wholesale, on-line learning, finance, real estate management and technology companies.

Since March 2018, he has been the President, CEO, and Vice Chairman of Sharing Services Global Corporation, a publicly traded direct selling and marketing company. Previously, he was the CEO of Universal Education Strategies, Inc. from 2009 to 2016, and the CEO of Onscreen Technologies, Inc. ( Orbital Energy Group) from 2000 to 2005.



DSS



INDEPENDENT DIRECTORS

KEY MANAGEMENT OFFICERS



**Frankie Wong**  
*Independent Director*



**William Wu**  
*Independent Director*



**Wong Tat Keung**  
*Independent Director*



**Danny Lim**  
*COO*



**Ronald Wei**  
*CFO*





NASDAQ: HWH

Website: [www.hwhintl.com](http://www.hwhintl.com)

Contact: Danny Lim at [Danny@hwhintl.com](mailto:Danny@hwhintl.com)

Thank you!

