FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL					
OMB Number:	3235-0287				
Estimated average burden					
hours per response:	0.5				

10% Owner

below)

Other (specify

7. Nature of

Indirect Beneficial

Ownership

Footnote

Footnote

11. Nature

Beneficial

(Instr. 4)

Ownership

(Instr. 4)

See

See

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person

Form filed by More than One Reporting Person

6. Ownership

or Indirect (I)

(Instr. 4)

Form: Direct (D)

Ι

10.

Ownership

Direct (D)

or Indirect (I) (Instr. 4)

Form:

Director

below)

Chief

5. Amount of

Securities Beneficially Owned

Following Reported Transaction(s) (Instr. 3 and 4)

16,458,347(3)(4)

19,264,692(3)(5)

8. Price of

Derivative

Security (Instr. 5)

9. Number of

derivative

Securities

Following Reported Transaction(s) (Instr. 4)

Owned

Beneficially

Officer (give title

Executive Officer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if a Section 16. Form may continue. Se	4 or Form 5 oble Instruction 1(blue) indicate that a	ligations o). transaction			Filed							es Exchang npany Act o					
or written plan for equity securities of intended to satisfic conditions of Rule 10.	the purchase o of the issuer tha the affirmative	r sale of t is defense															
1. Name and Addres								me and ⁻ iternat								5. Rela (Check X	
(Last) 9 TEMASEK BO SUNTEC TOW			iddle)			ate of 24/20		arliest Tra	ansactio	n (Month	n/Day/	Year)				X	(t
(Street) SINGAPORE	U0	03	8989		4. If	Amer	ndr	ment, Dat	te of Ori	ginal File	d (Mo	nth/Day/Yea	ar)			6. Indiv	ridua I
(City)	(State)	(Zip														X	F
1. Title of Security	(Inetr 3)	7	Table I - No		erivat		_	Curitie		uired,	Dis	4. Securiti					
. This of Geoding	(moar. 0)			Date	9	h/Day/Year)		Execution Date,		Transaction Code (Instr. 8)		Of (D) (Instr. 3, 4 and 5)					Se Be Fo Tra
Common Stock				09	9/24/20)24				Code	•	5,558,3	(A) or (D)	\$0.63 ⁽¹⁾			
Common Stock	Common Stock				9/24/20	24/2024						476,190 A		A	\$0.63(2)		
			Table II -									sed of, o				Owned	t
Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Da			4. Transaction		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerci Expiration Da (Month/Day/Y		isable and 7. T te Secondary Der		Title and Amour curities Underly rivative Security d 4)		ng	8. De Se (Ir
				Ì	Code	v		(A)	(D)	Date Exercis	sable	Expiration Date			Nu	ount or mber of ares	
(Last) 9 TEMASEK BO SUNTEC TOWN (Street) SINGAPORE (City)		D#16-4	(Middle) 038989 (Zip)														
Relationship of Rep	orting Person(s) to Issuer															
X Director X 10% Owner X Officer (give title below) Other (specif					elow)												
1. Name and Addres	ss of Reporting	g Person [*]															
(Last) 4800 MONTGO	(First	•	(Middle)														
(Street) BETHESDA MD 20814																	
(City) (State) (Zip)																	
Relationship of Rep	orting Person(s) to Issuer				_											
	(give title belo		10% Owner Other (spec		elow)												
1. Name and Address Alset Internation																	
(Last) 9 TEMASEK BOSUNTEC TOWN			(Middle)														
							1										

(Street) SINGAPORE	U0		038989						
(City)	(State)		(Zip)						
Relationship of Repor	Relationship of Reporting Person(s) to Issuer								
Director Officer (give title below)	X	10% Owner Other (specify below)						

Explanation of Responses:

- 1. On September 24, 2024, Alset International Limited entered into a debt conversion agreement (the "AIL Debt Conversion Agreement") with the Issuer. Under the terms of the AIL Debt Conversion Agreement, Alset International Limited converted \$3,501,759.00 of debt owed to it by the issuer into 5,558,347 newly issued shares of the Issuer's common stock.
- 2. On September 24, 2024, Alset Inc. entered into a debt conversion agreement (the "AEI Debt Conversion Agreement") with the Issuer. Under the terms of the AEI Debt Conversion Agreement, Alset Inc. converted \$300,000 of debt owed to it by the issuer into 476,190 newly issued shares of the Issuer's common stock.
- 3. Alset Inc. may be deemed to possess beneficial ownership of the 16,458,347 shares of the Issuer owned by Alset International Limited as the majority owner of Alset International Limited, in addition to certain other shares held by Alset Inc. and its subsidiaries. Mr. Chan may be deemed to possess beneficial ownership of shares of the Issuer owned by Alset Inc. as the Chairman, Chief Executive Officer and majority stockholder of Alset Inc. The amount of securities beneficially owned by Mr. Chan personally.
- 4. Reflects the number of securities beneficially owned by Alset International Limited following the transaction.
- 5. Reflects the number of securities beneficially owned by Alset Inc. following the transaction.

/s/ Chan Heng Fai Ambrose 09/26/2024

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

Alset International Limited. /s/
Chan Heng Fai Ambrose, Chief 09/26/2024

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.