

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> <hr/> (Last) (First) (Middle) 9 TEMASEK BOULEVARD #16-4 SUNTEC TOWER TWO <hr/> (Street) SINGAPORE U0 038989 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HWH International Inc. [HWH]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 09/24/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	09/24/2024		P		5,558,347	A	\$0.63 ⁽¹⁾	16,458,347 ⁽³⁾⁽⁴⁾	I	See Footnote
Common Stock	09/24/2024		P		476,190	A	\$0.63 ⁽²⁾	19,264,692 ⁽³⁾⁽⁵⁾	I	See Footnote

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> <hr/> (Last) (First) (Middle) 9 TEMASEK BOULEVARD #16-4 SUNTEC TOWER TWO <hr/> (Street) SINGAPORE U0 038989 <hr/> (City) (State) (Zip)	Relationship of Reporting Person(s) to Issuer <hr/> <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
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1. Name and Address of Reporting Person* <u>Alset Inc.</u> <hr/> (Last) (First) (Middle) 4800 MONTGOMERY LANE, SUITE 210 <hr/> (Street) BETHESDA MD 20814 <hr/> (City) (State) (Zip)	Relationship of Reporting Person(s) to Issuer <hr/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
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1. Name and Address of Reporting Person* <u>Alset International Ltd</u> <hr/> (Last) (First) (Middle) 9 TEMASEK BOULEVARD #16-4 SUNTEC TOWER TWO <hr/> (Street)
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