

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **October 3, 2022**

ALSET INC.

(Exact name of registrant as specified in its charter)

Texas (State or other jurisdiction of incorporation)	001-39732 (Commission File Number)	83-1079861 (IRS Employer Identification No.)
4800 Montgomery Lane, Suite 210 Bethesda, Maryland (Address of principal executive offices)		20814 (Zip Code)

Registrant's telephone number, including area code: **(301) 971-3940**

Alset EHome International Inc.
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Predecessor 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	Ticker symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	AEI	The Nasdaq Stock Market LLC

Indicate by check mark whether the Predecessor 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 Predecessor 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 3.03. Material Modification to Rights of Security Holders.

As previously disclosed, Alset EHome International Inc., a Delaware corporation (the “Predecessor Registrant”), and its wholly owned subsidiary, Alset, Inc., a Texas corporation (the “Company”), entered into an Agreement and Plan of Merger on September 6, 2022 (the “Reincorporation Merger Agreement”), with the Company continuing as the surviving corporation (the “Reincorporation Merger”). In connection with the Reincorporation Merger Agreement, at the Effective Time (as hereinafter defined), the Company changed its name to “Alset Inc.” (from “Alset, Inc.”) and succeeded to the assets, continued the business and assumed the rights and obligations of the Predecessor Registrant existing immediately prior to the Effective Time. The Reincorporation Merger was consummated when the certificates of merger filed with the Secretary of State of the State of Texas (the “Texas Certificate of Merger”) on September 7, 2022 and the Secretary of State of the State of Delaware (the “Delaware Certificate of Merger”) on September 12, 2022 become effective on October 4, 2022 (the “Effective Time”). Copies of the Texas Certificate of Merger and the Delaware Certificate of Merger are filed as Exhibits 3.1 and 3.2, respectively, and are each incorporated herein by reference. The Reincorporation Merger Agreement and transactions contemplated thereby were adopted by the shareholders of the Predecessor Registrant at the annual meeting of the shareholders of the Predecessor Registrant held on June 6, 2022 (the “Annual Meeting”). Pursuant to Rule 12g-3 under the Exchange Act, the shares of common stock of the Company, as successor issuer, are deemed registered under Section 12(b) of the Securities Exchange Act of 1934, as amended. The shares of common stock of the Company will continue to be listed for trading on the Nasdaq Stock Market under the symbol “AEI”.

At the Effective Time, pursuant to the Reincorporation Merger Agreement, each outstanding share of common stock of the Predecessor Registrant (“Predecessor Common Stock”), automatically converted into one share of common stock of the Company (“Company Common Stock”) and the Company assumed all of the Predecessor Registrant’s outstanding convertible securities and each outstanding convertible security shall be converted into and become the right to purchase or receive the same number of shares of Company Common Stock, at the same exercise price or conversion price per share and upon the same terms and subject to the same conditions as set forth in the applicable security as in effect immediately prior to the Effective Time.

At the Effective Time, pursuant to the Reincorporation Merger Agreement, the directors and officers of the Company immediately prior to the Reincorporation Merger, who were also the directors and officers of the Predecessor Registrant, remained the directors and officers of the Company and continued their respective directorship or services with the Company on the same terms as their respective directorship or service with the Predecessor Registrant immediately prior to the Effective Time.

The description of the Reincorporation Merger and the Reincorporation Merger Agreement contained in this Item 3.03, does not purport to be complete and is subject to and qualified in its entirety by reference to the Reincorporation Merger Agreement, which is filed as Exhibit 2.1 hereto, and is incorporated herein by reference.

The Reincorporation Merger effected certain changes in the rights of the Company’s stockholders. This is as a result of differences between the Texas Business Organizations Code (“TBOC”) and the Delaware General Corporation Law (“DGCL”), as well as differences between each of the Company’s charter documents and the Predecessor Registrant’s charter documents. A summary of these differences, as well as certain differences between the TBOC and the DGCL, are included in the definitive proxy statement filed by the Predecessor Registrant with the Securities and Exchange Commission on April 25, 2022, as supplemented, under “Proposal 2”, which is incorporated herein by reference, and in the Predecessor Registrant’s Current Report on Form 8-K filed on September 12, 2022, which is incorporated herein by reference. This summary is qualified in its entirety by reference to the DGCL, the Predecessor Registrant’s certificate of incorporation and bylaws, the TBOC, and the Company’s Restated Certificate of Formation and Bylaws.

Item 5.03 - Amendment to Articles of Incorporation or Bylaws; Change In Fiscal Year.

The disclosures set forth in Item 3.03 of this Current Report on Form 8-K are incorporated by reference into this Item 5.03.

Item 8.01 Other Events.

On October 3, 2022, the Company issued a press release announcing that the Company has changed its name to “Alset Inc.” and completed the reincorporation from the State of Delaware to the State of Texas. A copy of the press release is filed as Exhibit 99.1 to this report and incorporated by reference into Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
2.1	<u>Agreement and Plan of Merger dated as of September 6, 2022, by and between Alset EHome International Inc. and Alset, Inc. (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed on September 12, 2022)</u>
3.1	<u>Texas Certificate of Merger, filed on September 7, 2022 (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on September 12, 2022)</u>
3.2	<u>Delaware Certificate of Merger, filed on September 12, 2022 (incorporated by reference to Exhibit 3.2 to Current Report on Form 8-K filed on September 12, 2022)</u>
3.3	<u>Restated Certificate of Formation of Alset Inc. (incorporated by reference to Exhibit 3.3 to Current Report on Form 8-K filed on September 12, 2022)</u>
3.4	<u>Bylaws of Alset Inc. (incorporated by reference to Exhibit 3.4 to Current Report on Form 8-K filed on September 12, 2022)</u>
99.1	<u>Press release issued October 3, 2022.</u>
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 Predecessor Registrant has duly caused this Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

ALSET INC.

Dated: October 6, 2022

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

Alset EHome International Inc. to Change Name to Alset Inc. in Rebranding Effort and Expands Board of Directors

Monday, October 3, 2022 5:00PM

BETHESDA, MD / ACCESSWIRE / October 3, 2022 / Alset EHome International Inc. (NASDAQ:AEI)(the “Company” or “AEI”), a diversified company engaged through its subsidiaries in the development of EHome communities and other real estate, financial services, digital transformation technologies, biohealth activities and consumer products with operations in the United States, Singapore, Hong Kong and South Korea, today announced that the Company will be changing its name to Alset Inc., effective Tuesday, October 4, 2022. In addition, the Company will complete its reincorporation from the state of Delaware to the state of Texas. This name change and reincorporation were previously approved by the Company’s stockholders at a Special Meeting. The Company’s symbol on The Nasdaq Capital Market will remain as AEI.

“We have strategically positioned our Company to capitalize on innovative business opportunities across various industries,” stated the Company’s Chairman and Chief Executive Officer, Mr. Chan Heng Fai. “The name change is intended to realign our brand with our strategic direction as we continue to expand our global footprint and pursue growth opportunities in other areas.”

The Company will continue to operate without change. The reincorporation will have no material impact on management, employees or customers. The corporate headquarters will remain in Maryland. The Company’s common stock has been assigned a new CUSIP number of 02115D 109 and the Company’s warrants have been assigned new CUSIP numbers of 02115D 117 and 02115D 125.

Expanding our Board to Include Three New Directors

The Company also today announced the appointment of three new members of its Board of Directors: Mr. Chan Tung Moe, Mr. Danny Lim Sheng Hon and Ms. Joanne Wong Hiu Pan.

Mr. Chan Tung Moe currently serves as the Co-Chief Executive Officer of the Company. The Company believes that Mr. Chan, as an Executive Director, will bring to the Board not only an extensive knowledge of real estate, but an ability to drive the Company’s execution in multiple areas.

Mr. Danny Lim Sheng Hon currently serves as Senior Vice President, Business Development and as an Executive Director of the Company’s subsidiary, Alset International Limited (SGX:40V), a publicly traded company on the Singapore Stock Exchange. The Company believes that Mr. Lim, as an Executive Director, will bring to the Board a deep and broad understanding of the opportunities we face.

Ms. Joanne Wong Hiu Pan currently serves as Director and Responsible Officer of BMI Funds Management Limited, a Financial Advisor in Hong Kong. Ms. Wong has extensive expertise in a wide array of strategic, business, turnaround and regulatory matters across several industries as a result of her executive management, educational and operational experience. Ms. Wong will serve as an independent director and the Company believes her extensive professional experience will make her a valuable addition to the Board.

About Alset EHome International Inc.

AEI is a diversified company executing on its vision to accelerate sustainable healthy living with a focus on the development of EHome communities and other property development, financial services, digital transformation technologies, biohealth activities and consumer products. Through its operating subsidiaries, AEI's mission is to provide a healthy living ecosystem that drives long-term exponential growth, building liquidity and value for shareholders. For more information, please visit: www.alsetinc.com

Forward-Looking Statements

This press release includes statements that may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control, and which may cause results to differ materially from expectations. For a discussion of the most significant risks and uncertainties associated with the Company's business, please review our filings with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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