



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

October 25, 2024

Ng Wing Fai  
Chief Executive Officer  
Triller Group Inc.  
7119 West Sunset Boulevard, Suite 782  
Los Angeles, CA 90046

**Re: Triller Group Inc.  
Revised Preliminary Proxy Statement on Schedule 14A  
Response dated September 3, 2024  
File No. 001-38909**

Dear Ng Wing Fai:

We have reviewed your September 3, 2024 response to our comment letter and have the following comment.

Please respond to this letter within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe the comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this letter, we may have additional comments. Unless we note otherwise, any references to prior comments are to comments in our August 16, 2024 letter.

Response dated September 3, 2024

General

1. We note that your letter dated September 3, 2024 did not address our prior comment 1. As foreign private issuer status is not necessarily relevant to the availability of an exemption, please provide the requested Section 4(a)(2) analysis. In this regard, we note it appears the merger requires you to issue securities to United States residents. As part of your analysis, please provide the number and nature of Triller shareholders and further explain their sophisticated and accredited status. We also note the multiple classes of common and preferred stock and the May 21, 2024 statement by AGBA that the AGBA/Triller merger was approved on April 16, 2024 "by written consent of stockholders holding over 63% of Triller's voting common stock." Please clarify in your Section 4(a)(2) analysis the timeline of the corporate actions required for the merger.

October 25, 2024

Page 2

Please contact Sarmad Makhdoom at 202-551-5776 or Robert Klein at 202-551-3847 if you have questions regarding comments on the financial statements and related matters. Please contact Robert Arzonetti at 202-551-8819 or James Lopez at 202-551-3536 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Finance

cc: Ted Paraskevas