



DIVISION OF
CORPORATION FINANCE

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

December 29, 2021

Heng Fai Shan
Chief Executive Officer
Alset Capital Acquisition Corp.
4800 Montgomery Ln. Suite 210
Bethesda, MD 20814

**Re: Alset Capital Acquisition Corp.
Amended Draft Registration Statement on Form S-1
Submitted December 27, 2021
CIK No. 0001897245**

Dear Mr. Shan:

This is to advise you that we do not intend to review your registration statement.

We request that you publicly file your registration statement no later than 48 hours prior to the requested effective date and time. Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Todd Schiffman at 202-551-3491 with any questions.

Sincerely,

Division of Corporation Finance
Office of Finance