



DIVISION OF  
CORPORATION FINANCE

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

January 14, 2025

Sheng Xu  
Chief Executive Officer  
Tian Ruixiang Holdings Ltd  
Room 918, Jingding Building,  
People's Republic of China

**Re: Tian Ruixiang Holdings Ltd**  
**Registration Statement on Form F-1**  
**Filed January 2, 2025**  
**File No. 333-284110**

Dear Sheng Xu:

This is to advise you that we have not reviewed and will not review your registration statement.

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 Aisha Adegbuyi at 202-551-8754 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance

cc: Linda Ni, Esq.