

August 29, 2023

Mario Yau Kwan Ho  
Co-Chief Executive Officer  
NIP Group Inc.  
Rosenlundsgatan 31  
11 863 Stockholm, Sweden

Re: NIP Group Inc.  
Amendment No. 3 to  
Submitted August 9,  
CIK No. 0001966233

Draft Registration Statement on Form F-1  
2023

Dear Mario Yau Kwan Ho:

We have reviewed your amended draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Amendment No. 3 to Draft Registration Statement on Form F-1

Cover Page

1. Please state that to the extent cash or assets in your business is in the PRC or Hong Kong or a PRC or Hong Kong entity, such cash or assets may not be available to fund operations or for other use outside of the PRC or Hong Kong due to interventions in, or the imposition of restrictions and limitations on, the ability of you or your subsidiaries by the PRC government to transfer cash or assets.

Mario Yau Kwan Ho  
FirstName  
NIP Group LastNameMario Yau Kwan Ho  
Inc.

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August 29, NameNIP  
2023 Group Inc.

August  
Page 2 29, 2023 Page 2  
FirstName LastName  
Prospectus Summary, page 1

2. We note your response to comment 1. Please revise your disclosure to clarify the nature of your "collaborations with a number of digital collection platforms," including whether you have any written agreements, and the status of "[y]our proprietary IPs." Discuss the costs associated with any digital collection platform agreements and IP development, the timeframe in which you anticipate offering these products and/or services and the basis of your conclusions. Alternatively, to the extent you have not entered

into such agreements  
or received intellectual property protections, revise your disclosure  
to clarify that these  
statements are aspirational and that you have not established such  
agreements and IP  
rights and that you do not know if or when you ever will.

3. Revise your disclosure under "Permissions Required from the PRC  
Authorities for Our  
Operations and Securities Offering" to state, if true, that other than  
the filing process  
required by the CSRC pursuant to the Trial Measures, you have obtained  
all  
requisite permissions and approvals to conduct your offering and list  
overseas, and you  
have not been denied any such permissions or approvals.

Our Corporate Structure, page 5

4. We note the series of restructuring transactions in June 2023 to  
terminate the historical  
contractual arrangements with the former VIE, which has now become a  
wholly owned  
subsidiary. Please tell us how you accounted for this restructuring  
and the basis for your  
treatment.

Risk Factors, page 20

5. Please revise the risk factor "We are subject to risks relating to the  
Restructuring" to  
discuss the risks in question.

Unaudited Pro Forma Condensed Combined Statement of Comprehensive Profit or  
Loss, page  
74

6. We note per your response to prior comment 6 that the purchase price  
adjustments will be  
reflected in the unaudited consolidated financial statements as of and  
for the six months  
ended June 30, 2023. Please note that the pro forma financial  
statements should reflect  
pro forma adjustments pursuant to Rule 11-02 of Regulation S-X.  
Additionally, please  
note that the pro forma financial statement periods presented should  
comply with Rule 11-  
02(c) of Regulation S-X and only include a pro forma balance sheet as  
of the most recent  
period, unless the transaction is already reflected in such balance  
sheet, and pro forma  
statements of operations for only the most recent fiscal year, and for  
the period from the  
most recent fiscal year end to the most recent interim date for which  
a balance sheet is  
required.

Mario Yau Kwan Ho  
FirstName  
NIP Group LastNameMario Yau Kwan Ho  
Inc.

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August 29, NameNIP  
2023 Group Inc.

August  
Page 3 29, 2023 Page 3  
FirstName LastName  
Management's Discussion and Analysis of Financial Condition and Results of  
Operations, page  
81

7. We note your response to comment 7 and reissue. In an appropriate  
place in your  
Management's Discussion and Analysis, please discuss any known trends  
that may be  
impacting the downward trend in your gross profit from fiscal year  
ended 2020 to  
2021 with a view to understanding how and whether such trends may  
impact your ability  
to be profitable in the future.

General

8. We note you have elected to revise your disclosure on the cover page  
and in the Summary  
and Risk Factor sections relating to the legal and operational risks  
associated with

operating in China and PRC regulations. We further note the absence of any revised or

updated regulatory disclosure that might explain the need for the aforementioned

revisions. We are concerned that the revised disclosures mitigate the challenges you face.

The Sample Letters to China-Based Companies sought specific disclosure relating to the

risk that the PRC government may intervene in or influence your operations at any time,

or may exert control over operations of your business, any of which could result in a

material change in your operations and/or the value of the securities you are registering

for sale. We remind you that, pursuant to federal securities rules, the term control

(including the terms controlling, controlled by, and under common control with ) as

defined in Securities Act Rule 405 means the possession, direct or indirect, of the power

to direct or cause the direction of the management and policies of a person, whether

through the ownership of voting securities, by contract, or otherwise.

The Sample

Letters also sought specific disclosures relating to uncertainties regarding the enforcement

of laws and that the rules and regulations in China can change quickly with little advance

notice. We do not believe that your revised disclosure conveys the same degree of risk

and uncertainty. Please restore your disclosures in these areas to the disclosures as they

existed in the draft registration statement you submitted on June 5, 2023.

You may contact Amy Geddes at (202) 551-3304 or Theresa Brilliant at (202) 551-3307 if

you have questions regarding comments on the financial statements and related matters. Please

contact Rucha Pandit at (202) 551-6022 or Lilyanna Peyser at (202) 551-3222 with any other

questions.

Sincerely,

Division of

Office of Trade

Corporation Finance

& Services

cc: Steve Lin