



DIVISION OF  
CORPORATION FINANCE

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

June 6, 2025

Wai Yiu Yau  
Chairman of the Board and Chief Executive Officer  
Globavend Holdings Limited  
Office 1401, Level 14, 197 St Georges Tce  
Perth, WA 6000  
Australia

**Re: Globavend Holdings Limited**  
**Registration Statement on Form F-1**  
**Filed May 22, 2025**  
**File No. 333-287533**

Dear Wai Yiu Yau:

We have conducted a limited review of your registration statement and have the following comment(s).

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe a comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this letter, we may have additional comments.

Registration Statement on Form F-1 filed May 23, 2025

Cover Page

1. Please revise your cover page caption to clearly disclose all the securities being registered. In this regard, we note that your fee table indicates that the Series A Warrants, Series B Warrants, and Pre-Funded Warrants are being registered in addition to the Ordinary Units, Pre-Funded Units, and Ordinary Shares underlying the Ordinary Units, Pre-Funded Warrants, Series A Warrants, and Series B Warrants.

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Risk Factors

This offering may result in an immediate trading halt or delisting of our Ordinary Shares, page 14

2. We note your response to prior comment 1. To contextualize your disclosure regarding the risk of an immediate trading halt or delisting, please revise to clarify whether to your knowledge Nasdaq has found a public interest concern related to other offerings that include warrants with zero exercise or similar features. In addition, revise your prospectus summary disclosure to provide appropriate discussion.

Exhibits

3. We note that the legal opinion filed as Exhibit 5.1 states that Conyers acted as special Cayman Islands legal counsel to you in connection with this registration statement for the offering of (i) up to 16,176,471 ordinary units ("Ordinary Units") whereby each Ordinary Unit consists of one ordinary share, par value US\$0.001 per share of the Company (the "Ordinary Share"), one Series A warrant to purchase one Ordinary Share (each a "Series A Warrant", and, collectively, the "Series A Warrants"), and one Series B warrant to purchase one Ordinary Share (each a "Series B Warrant", and, collectively, the "Series B Warrants"); and (ii) up to 16,176,471 pre-funded units ("Pre-Funded Units" and collectively with the Ordinary Units, the "Units"), each consisting of one pre-funded warrant to purchase one Ordinary Share (each a "Pre-Funded Warrant," and, collectively, the "Pre-Funded Warrants") (the Pre-Funded Warrants, Series A Warrants and Series B Warrants collectively, the "Warrants"), one Series A Warrant and one Series B Warrant in lieu of the Ordinary Units where purchase of the Ordinary Units in the Offering would result in the relevant purchaser, together with its affiliates, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of the outstanding Ordinary Shares immediately following the consummation of the Offering, if they so choose. However, we note that the Series A Warrants, Series B Warrants, Pre-Funded Warrants, and Ordinary Shares underlying the Ordinary Units, Series A Warrants, Series B Warrants, and Pre-Funded Warrants are also being registered. Please have counsel revise the legal opinion to reflect all the securities being registered in this registration statement or advise.
4. Please also have counsel revise the legal opinion to opine that the Ordinary Shares underlying the Units will be validly issued, fully paid and non-assessable when issued upon exercise of the Units. Refer to Section II.B.1.a and h. of Staff Legal Bulletin No. 19.
5. Please file an opinion of counsel that opines that the Units and Warrants constitute binding obligations of the company. For guidance, please refer to Section II.B.1.f and h. of Staff Legal Bulletin No. 19.

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.

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Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Irene Barberena-Meissner at 202-551-6548 or Daniel Morris at 202-551-3314 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Aaron M. Schleicher, Esq.