

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

**(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

**Northann Corp.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

### **Explanatory Note**

Northann Corp. (the “Company”) is filing the attached proxy card solely to amend and replace the sample proxy card included in the Definitive Proxy Statement originally filed with the Securities and Exchange Commission on December 17, 2024. After filing the Proxy Statement, the Company discovered that an incorrect version of the sample proxy card was inadvertently filed with the Proxy Statement.

Please note that no changes have been made to the body of the Proxy Statement and that the correct version of the proxy card has been included in the Proxy Statement being mailed to the Company’s stockholders.

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\* SPECIMEN \*  
1 MAIN STREET  
ANYWHERE PA 99999-9999

#### VOTE ON INTERNET

Go to <http://www.vstocktransfer.com/proxy>  
Click on Proxy Voter Login and log-on using the below control number. Voting will be open until 11:59 p.m. Eastern Time December 30, 2024.

#### CONTROL #

#### VOTE BY EMAIL

Mark, sign and date your proxy card and return it to [vote@vstocktransfer.com](mailto:vote@vstocktransfer.com)

#### VOTE BY MAIL

Mark, sign and date your proxy card and return it in the envelope we have provided.

#### VOTE AT THE MEETING

If you would like to vote at the meeting, please attend the Annual Meeting to be held at 10:00 a.m., Eastern Standard Time on December 31, 2024, at our corporate headquarters at 2251 Catawba River Road, Fort Lawn, SC 29714.

Please Vote, Sign, Date and Return Promptly in the Enclosed Envelope.

### Annual Meeting of Stockholders Proxy Card - Northann Corp.

▼ DETACH PROXY CARD HERE TO VOTE BY MAIL ▼

The Board of Directors recommends you vote "FOR" each of the director nominees, and "FOR" all other listed Proposals.

#### 1. Election of Directors:

FOR ALL NOMINEES LISTED BELOW  
(except as marked to the contrary below)

WITHHOLD AUTHORITY TO VOTE  
FOR ALL NOMINEES LISTED BELOW

INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ONE OR MORE INDIVIDUAL NOMINEES STRIKE A LINE THROUGH THE NOMINEES' NAMES BELOW:

01 Lin Li 02 Kurtis W. Winn 03 Bradley C. Lalonde 04 Umesh Patel 05 Jing Zhang

#### 2. To ratify the appointment of WWC, P.C., to serve as our independent registered public accounting firm for the year ending December 31, 2024.

FOR

AGAINST

ABSTAIN

#### 3. To authorize our Board of Directors to effect, in its discretion, a reverse stock split of all of our issued and outstanding common stock, par value \$0.0001 per share (with no change to the authorized capital stock of the Company), at a specific ratio, ranging from one-for-three (1:3) to one-for twenty (1:20), with the timing and ratio to be determined by the Board if effected.

FOR

AGAINST

ABSTAIN

#### 4. To approve for purposes of complying with Section 713(a) of the NYSE Company Guide, the issuance of 40,000,000 shares of common stock in connection with the Securities Purchase Agreement dated December 6, 2024 and entered with Oneflow LLC as the lead investor and other investors (the "Oneflow SPA"), which would result in issuances of securities of over 20% of the issued and outstanding shares of common stock.

FOR

AGAINST

ABSTAIN

#### 5. To approve for purposes of complying with Section 713(a) of the NYSE Company Guide, the issuance of 80,000,000 shares of common stock in connection with the Securities Purchase Agreement dated December 6, 2024 and entered with X29 LLC as the lead investor and other investors (the "X29 SPA"), which would result in issuances of securities of over 20% of the issued and outstanding shares of common stock.

FOR

AGAINST

ABSTAIN

#### 6. To amend the terms of the Company's 2023 Equity Incentive Plan to provide for an additional 8,000,000 shares to be issued in connection with awards granted thereunder.

FOR

AGAINST

ABSTAIN

#### 7. To approve a proposal to grant discretionary authority to the Chairman of the Annual Meeting to adjourn the Annual Meeting to a later date or dates, from time to time, as the Chairman of the Annual Meeting may deem necessary or appropriate.

FOR

AGAINST

ABSTAIN

Note: to transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

(To be signed on Reverse Side)

**NORTHANN CORP.**  
Annual Meeting of Stockholders

December 31, 2024

▼ DETACH PROXY CARD HERE TO VOTE BY MAIL ▼

**NORTHANN CORP.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING TO BE HELD ON DECEMBER 31, 2024**

The shareholder(s) hereby appoints Lin Li and Kurtis Winn, or either of them, as proxies, each with the power to appoint (his/her) substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this proxy card and as they shall determine regarding such other business or may properly come before the meeting, all of the shares of common stock of NORTHANN CORP. that the shareholder is entitled to vote at the 2024 annual meeting of stockholders to be held at 10:00 am, EST on December 31, 2024 at the offices of the company at 2251 Catawba River Rd, Fort Lawn, South Carolina 29714, and any adjournment or postponement thereof with like effect as if the shareholder were personally present and voting and hereby revokes any proxy or proxies heretofore given.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is given, this proxy will be voted "FOR" each of the nominees for director and "FOR" Proposals 2, 3, 4, 5, 6, and 7 each as described in the Proxy Statement.

<b>Date</b>	<b>Signature</b>	<b>Signature, if held jointly</b>
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Note: This proxy must be signed exactly as the name appears hereon. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by a duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by an authorized person.

To change the address on your account, please check the box at right and indicate your new address.

\* SPECIMEN \*

AC:ACCT999

**PLEASE INDICATE YOUR VOTE ON THE REVERSE SIDE**

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