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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of October 2024

Commission file number: 001-41789

noco-noco Inc.

3 Temasek Avenue
Centennial Tower, Level 18
Singapore 039190

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

EXPLANATORY NOTE

noco-noco Inc. (the “Company”) is filing this Form 6-K to announce that amendments have been made to the resolutions that will be tabled and voted upon at the Company’s upcoming Extraordinary General Meeting (the “EGM”), scheduled for October 7, 2024, at 9:00 A.M. (Singapore Time).

As previously announced in the EGM notice published on August 22, 2024, the EGM will take place at 3 Temasek Avenue, Centennial Tower, Level 18, Singapore 039190,

and virtually via webcast at <https://edge.media-server.com/mmc/p/duy5fxmp> .

The amendments pertain to changes made to Resolution Proposals 1 and 2, as outlined in the Proxy Statements previously distributed to shareholders. The Board has revised the language of these resolutions to specify the exact share consolidation ratio. The detailed wording of these amendments is provided in Exhibit 99.2.

Shareholders intending to participate in the voting process on the day of the EGM must register through the webcast platform by October 3, 2024, 3:00 P.M. Singapore Time (SGT). Further instructions for shareholder action are set forth in Exhibit 99.2.

EXHIBIT INDEX

<u>Number</u>	<u>Description of Document</u>
<u>99.1</u>	<u>Press Release</u>
<u>99.2</u>	<u>Supplemental notice of extraordinary general meeting: EGM Participation and Voting Instructions</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

noco-noco Inc.

By: /s/ Masataka Matsumura

Name: Masataka Matsumura

Title: Director and CEO

Date: October 2, 2024

noco-noco Inc. Announces Amendments to Resolutions for Upcoming Extraordinary General Meeting

Singapore, October 2, 2024 – noco-noco Inc. (the “Company”) would like to include a new proposal (the “Additional Proposal”) in addition to the original four proposals as set out in the Company's notice of EGM dated 22 August 2024 at the upcoming Extraordinary General Meeting (the “EGM”), scheduled for October 7, 2024, at 9:00 A.M. (Singapore Time).

The EGM will be held at 3 Temasek Avenue, Centennial Tower, Level 18, Singapore 039190, and will also be accessible virtually via webcast at <https://edge.media-server.com/mmc/p/duy5fxmp>.

As previously communicated in the EGM notice published on August 22, 2024, the proposed amendments involve adjustments to Resolution Proposals 1 and 2, as detailed in the Proxy Statements distributed to shareholders. The Board has revised the language of these resolutions to specify the exact share consolidation ratio. The detailed wording of the Additional Proposal is included in Exhibit 99.2 of the 6-K filing by the Company.

Participation Instructions for Shareholders:

Shareholders wishing to participate in the voting process for the amended resolutions must register through the webcast platform by October 3, 2024, at 3:00 P.M. Singapore Time (SGT).

Important Deadlines:

- i. Voting Registration Deadline: October 3, 2024, at 3:00 P.M. SGT
- ii. Upon successful registration, shareholders will receive further instructions regarding the voting process via email. It is essential to submit a legal proxy form from authorized brokers to verify voting eligibility.
- iii. Proxy Submission Deadline: Legal proxy forms must be submitted via the voting platform no later than October 5, 2024, 5:00 P.M. SGT.

Please register your intention to vote via: <https://edge.media-server.com/mmc/p/duy5fxmp>.

About noco-noco:

noco-noco Inc. (Nasdaq NCNC) is a technology solutions provider in the energy transition sector working to accelerate the global transformation to a decarbonized economy. Building its business on X-SEPA™ — the revolutionary battery separator technology developed in Japan and designed for long-lasting and high heat-resistant performance— noco-noco addresses the need for clean, affordable, and sustainable energy storage solutions.

For enquiries:

Investor@noco-noco.com

Safe Harbor Statement:

This press release contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements that are other than statements of historical facts. When noco-noco Inc. (the “Company”) uses words such as “may,” “will,” “intend,” “should,” “believe,” “expect,” “anticipate,” “project,” “estimate,” or similar expressions that do not relate solely to historical matters, it is making forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause the actual results to differ materially from the Company’s expectations discussed in the forward-looking statements. These statements are subject to uncertainties and risks including, but not limited to, the following: the Company’s goals and strategies; the Company’s future business development; product and service demand and acceptance; changes in technology; economic conditions; the growth of the third-party wealth management industry in China; reputation and brand; the impact of competition and pricing; government

regulations; fluctuations in general economic and business conditions in China and the international markets the Company serves and assumptions underlying or related to any of the foregoing and other risks contained in reports filed by the Company with the Securities and Exchange Commission. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. Additional factors are discussed in the Company's filings with the U.S. Securities and Exchange Commission, which are available for review at www.sec.gov. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.

Supplemental notice of extraordinary general meeting: EGM Participation and Voting Instructions

Reference is made to the proxy statement and the notice (together, the **Proxy Statement**) of extraordinary general meeting (the **EGM**) of the Company scheduled for October 7, 2024, at 9:00 A.M. (Singapore Time).

The board of directors of the Company (the **Board**) has already determined the precise ratio for the Share Consolidation (as defined in the Proxy Statement), which is to be fixed at fifty-to-one (50:1) and is the upper limit of the proposed range as set out in the original Proposal No. 1 – Share Consolidation Proposal and Proposal No. 2 – Authorized Share Capital Amendment Proposal in the Proxy Statement, the Board now proposes to, under article 11.17 of the articles of association of the Company, amend the ordinary resolutions of Proposal No. 1 – Share Consolidation Proposal and Proposal No. 2 – Authorized Share Capital Amendment Proposal as set out in the Proxy Statement for the sole purpose of reflecting such precise ratio for the Share Consolidation (the **Additional Proposal**).

At the EGM, shareholders of the Company will first consider and vote upon, and if thought fit, pass and approve the Additional Proposal as below before proceeding to the consideration and voting of the original four proposals as set out in the Proxy Statement:

"as an ordinary resolution, that:

- (a) the full text of ordinary resolution of Proposal No. 1 – Share Consolidation Proposal be changed to:

*"RESOLVED, as an ordinary resolution, that every fifty (50) ordinary shares of par value of US\$0.0001 each in the authorised share capital of the Company (including issued and unissued share capital) (the **Existing Shares**) be consolidated into one ordinary share of a par value of US\$0.005 (the **Consolidated Shares**) with effect from October 17, 2024, with such Consolidated Shares having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Shares as set out in the Company's memorandum and articles of association; all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation will not be issued to the shareholders of the Company; and the Company be authorised to round up any fractional shares resulting from the Share Consolidation, such that each shareholder of the Company will be entitled to receive one Consolidated Share in lieu of any fractional share that would have resulted from the Share Consolidation (the **Share Consolidation**)."*

- (b) the full text of ordinary resolution of Proposal No. 2 – Authorised Share Capital Amendment Proposal be changed to:

"RESOLVED, as an ordinary resolution, that immediately following the Share Consolidation, the authorised share capital of the Company be altered from US\$50,000 divided into 500,000,000 ordinary shares of US\$0.0001 par value each to US\$50,000 divided into 10,000,000 ordinary shares of US\$0.005 par value each with effect from October 17, 2024."

If the Additional Proposal is passed, the Proposal No. 1 – Share Consolidation Proposal and Proposal No. 2 – Authorized Share Capital Amendment Proposal as amended will then be considered and voted; whereas, if it is not passed, then the original Proposal No. 1 – Share Consolidation Proposal and Proposal No. 2 – Authorized Share Capital Amendment Proposal as set out in the Proxy Statement will be considered and voted instead.

Action Required:

Notice is hereby given, that Shareholders who wish to participate in the voting process (including the Addition Proposal) at the EGM must register through the webcast platform at

<https://edge.media-server.com/mmc/p/duy5fxmp> by October 3, 2024, 3:00 P.M. Singapore Time (SGT).

Upon successful registration, further instructions regarding the voting process will be sent to you via email.

If you are an individual shareholder holding non-restricted shares purchased via an authorized broker on the record date August 16, 2024, and you intend to vote personally in this EGM, you must also submit a legal proxy form obtained from your authorized broker, which will allow the Company to verify your voting eligibility.

The legal proxy form must include the following information:

- (i) The name of the Company, EGM date and time
- (ii) The name of your broker
- (iii) Shareholder's name and address
- (iv) Number of noco-noco Inc. shares held as of the record date, August 16, 2024
- (v) A statement that the shareholder is authorized to vote these shares at this EGM
- (vi) And the statements that explicitly transfers the voting rights from the broker or intermediary to the shareholder for the meeting.

Key Deadlines:

- (vii) Voting Registration Deadline: Register your intention to vote by October 3, 2024, 3:00 P.M. SGT through the webcast platform.
- (viii) Proxy Submission Deadline: Submit the legal proxy form to the Company no later than October 5, 2024, 5:00 P.M. SGT, as detailed in the follow-up email.

It is important to note that Shareholders will be required to cast their votes again for ALL the resolutions in the EGM even if they have previously submitted a proxy for the original resolutions and these votes will be final.
