Filed by Prime Number Holding Limited Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Commission File No. 333-271994 Subject Company: Prime Number Holding Limited

On May 19, 2023, Prime Number Acquisition I Corp. disclosed in a Current Report on Form 8-K of a copy of an investor presentation (the "Investor Presentation") which contains certain information about PNAC and Noco-Noco, which will be used beginning May 19, 2023, in whole or in part, from time to time by executives of PNAC and/or Noco-Noco, in one or more potential meetings with investors and analysts. On July 6, 2023, the Company and Noco-Noco have revised the Investor Presentation, which will be used in future meetings with investors and analysts. A copy of the revised Investor Presentation is furnished hereto.

noco-noco Sustainability Simplified

06 July 2023



We are dedicated to simplifying the complexiti transitioning to a sustainable future.

Through our innovative technologies, we cutting-edge solutions that address real challe in decarbonization.



1. Confidentiality and Basis of Presentation

This Presentation (this "Presentation") is provided for informational purposes only and has been prepared to assist interested parties in making their own evaluation with to an investment in connection with a potential business combination between NOCO-NOCO PTE. LTD., a Singapore private company limited by shares ("noco-noco" Prime Number Acquisition I Corp. ("PNAC") via PNAC's acquisition entities that include Prime Number Holding Limited, an exempted company limited by shares incorg under the laws of the Cayman Islands ("PUbCo"), and related transactions (the "Potential Business Combination") and for no other purpose. By accepting, reviewing this Presentation, you will be deemed to have agreed to the obligations and restrictions set out below. Without the express prior written consent of PNAC and noco-no Presentation and any information contained within it may not be (i) reproduced (in whole or in part), (ii) copied at any time, (iii) used for any purpose other than your of an investment in connection with the Potential Business Combination or (iv) provided to any other person, except your employees and advisors with a need to know are advised of the confidentiality of the information. This Presentation supersedes and replaces all previous oral or written communications by noco-noco, PNAC, or ar advisors with other interested parties relating to the subject matter hereof.

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This Presentation and any oral statements made in connection with this Presentation do not constitute an offer to sell, or a solicitation of an offer to buy, or a recomme purchase, any securities in any jurisdiction, or the solicitation of any vote, consent or approval in any jurisdiction in connection with the Potential Business Combination, investment in connection with the Potential Business Combination or any related transactions, nor shall there be any sale, issuance or transfer of any securities in any jurisdiction or sale may be unlawful under the laws of such jurisdiction. This Presentation does not constitute either advice recommendation regarding any securities. Any offer to sell securities will be made only pursuant to a definitive Subscription Agreement and will be made in reliance or exemption from registration under the Securities Act of 1933, as amended, for offers and sales of securities that do not involve a public offering. PubCo, PNAC and nor restricted by law; it is not intended for distribution to, or use by any person in, any jurisdiction or use would be contrary to local law or regulation



2. Use of Data; Description of Key Partnerships

No representations or warranties, express or implied are given in, or in respect of, this Presentation, and no person may rely on the information contained in this Present the fullest extent permitted by law, in no circumstances will noco-noco or PNAC or any of their respective subsidiaries, stockholders, shareholders, affiliates, representation partners, directors, officers, employees, advisers or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this presentation, its contents, its omissions, reliance on the information contained within it or on opinions communicated in relation thereto or otherwise arising in connectific therewith. Industry and market data used in this Presentation have been obtained from third-party industry publications and sources as well as from research reports pr for other purposes. Neither PNAC nor noco-noco has independently verified the data obtained from these sources and cannot assure you of the reasonableness of ar assumptions used by these sources or the data's accuracy or completeness. Any data on past performance or modeling contained herein is not an indication as to fu performance. This data is subject to change. Recipients of this Presentation are not to construe its contents, or any prior or subsequent communications from or with P noco-noco or their respective representation. In addition, this Presentation does not purport to be all-inclusive or to contain all of the information that may be required to make a analysis of noco-noco, PubCo or the Potential Business Combination. Recipients of this Presentation should each make their own evaluation of noco-noco, PubCo and relevance and adequacy of the information and should make such other investigations as they deem necessary. PubCo, PNAC and noco-noco assume no obligatior update the information in this Presentation.

This Presentation contains descriptions of certain key business partnerships with noco-noco. These descriptions are based on noco-noco management team's discussic such counterparties and the latest available information and estimates as of the date of this Presentation. In certain case, such descriptions are subject to negotiation execution of definitive agreements with such counterparties which have not been completed as of the date of this Presentation. Additional agreements with other key partnerships may permit the counterparty to reduce or cancel any orders with noco-noco. As a result, the descriptions of key business partners of noco-noco are subject.

3. Forward Looking Statements

Certain statements included in this Presentation are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under the United S Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continu "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate f events or trends or that are not statements of historical matters, but the absence of these words does not mean that a statement is not forward-looking. These forwardstatements include, but are not limited to, (1) statements regarding estimates and forecasts of other financial and performance metrics and projections of market opp (including without limitation noco-noco's ability to grow market share in its existing markets or any new markets it may enter, noco-noco's ability to execute its growth s manage growth and maintain its corporate culture as it grows, and noco-noco's ability to successfully execute on acquisitions, integrate acquired businesses and to re efficiencies or meet growth aspirations inherent in the decision to make a specific acquisition); (2) references with respect to the projected future financial performance noco-noco (including without limitation noco-noco's success in monetizing its technologies); (3) changes in the market for noco-noco's services, and expansion plans opportunities; (4) the projected technological developments of noco-noco (including without limitation noco-noco's continued access to certain licensed technologi noco-noco's success in collaborating with its third party research and development partners), (5) anticipated short- and long-term customer benefits; (6) current and f potential commercial and customer relationships; and (7) the ability to manufacture efficiently at scale. These statements are based on various assumptions, whether of identified in this Presentation, and on the current expectations of noco-noco's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a pre or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual even circumstances are beyond the control of noco-noco, PubCo and PNAC. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the Potentic Business Combination, including the risk that any required stockholder, shareholders or regulatory approvals are not obtained, are delayed or are subject to unanticipa conditions that could adversely affect the combined company: failure to realize the anticipated benefits of the Potential Business Combination; risks relating to the unc of the projected financial information with respect to noco-noco; noco-noco's ability to successfully and timely develop and expand its technology and products; competition (including without limitation in Singapore, Australia, and Papua New Guinea); noco-noco's ability to purchase sufficient supply of critical components incorporated into its product offerings; demand for noco-noco's current and future offerings; the uncertain effects of the COVID-19 pandemic; and those factors discu documents that are filed, or to be filed, by PNAC and PubCo with the U.S. Securities and Exchange Commission (the "SEC"). If any of these risks materialize or our assur prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither PNAC, Pub noco-noco presently know or that PNAC, PubCo and noco-noco currently believe are immaterial that could also cause actual results to differ from those contained in forward-looking statements. In addition, forward looking statements reflect PNAC's, PubCo's and noco-noco's expectations, plans or forecasts of future events and vie the date of this Presentation. PNAC, PubCo and noco-noco anticipate that subsequent events and developments will cause their respective assessments to change. However, while PNAC, PubCo and noco-noco may elect to update these forward-looking statements at some point in the future, PNAC, PubCo and noco-noco speci disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing any of PubCo's, PNAC's and noco-noco's assessments as date subsequent to the date of this Presentation. Accordingly, undue reliance should not be placed upon the forward-looking statements.

4. Trademarks

PNAC, PubCo and noco-noco own or have rights to various trademarks, service marks and trade names that they use in connection with the operation of their respective businesses. This Presentation also contains trademarks, service marks, trade names and copyrights of third parties, which are the property of their respective owners. The display of third parties' trademarks, service marks, trade names or products in this Presentation is not intended to, and does not imply, a relationship with PubCo, PNAC noco-noco, or an endorsement or sponsorship by or of PubCo, PNAC or noco-noco. Solely for convenience, the trademarks, service marks, trade names and copyrights of third parties' in this Presentation may appear without the TM, SM, ® or © symbols, but such references are not intended to indicate, in any way, that PubCo, PNAC, noco or the any third-party will not assert, to the fullest extent under applicable law, their rights or the right of the applicable licensor to these trademarks, service marks, trade names, trade names, trade names, trade names, trade names and copyrights.

Important Information for Investors and Stockholders

Important Information for Investors and Stockholders The Potential Business Combination will be submitted to stockholders of PNAC for their consideration. PubCo, PNAC and noco-noco will prepare a registration statemer. Form F-4 (the "Registration Statement") to be filed with the SEC, which will include preliminary and definitive proxy statements to be distributed to PNAC's stockholders connection with PNAC's solicitation for proxies for the vote by PNAC's shareholders in connection with the Potential Business Combination and other matters as descri-the Registration Statement, as well as the prospectus relating to the offer of the securities to be issued to noco-noco's shareholders in connection with the completion Potential Business Combination. After the Registration Statement has been filed and declared effective, PNAC will mail a definitive proxy statement and other relevant the relevant statement with the completion of the securities on the state of the securities of the securities of the state of the securities advised to read, once available, the preliminary proxy statement/prospectus and and advised fired view of the proteinal Business Combination. PNAC's stockholders and other interested persons ar advised to read, once available, the preliminary proxy statement/prospectus and any amendments thereto and, once available, the definitive proxy statement/prospectus and any amendments thereto and, once available, the definitive proxy statement/prospectus and any amendments thereto and, once available, the definitive proxy statement/prospectus and any amendments thereto and, once available, the definitive proxy statement/prospectus and any amendments thereto and, once available, the definitive proxy statement/prospectus and any amendments thereto and, once available, the potential Business Combination. Stockholders to be held to approve, among other things, the Potential Business Combination of the protein and other interested persons are available, the protein and advised to ready available and the protein and advised to ready available available and the protein and advised to ready available and the protein and advised to ready available and the protein and the protein and advised and the protein and the protein and advised and the protein and advised and the protein and documents filed with the SEC, without charge, at the SEC's website located at www.sec.gov.

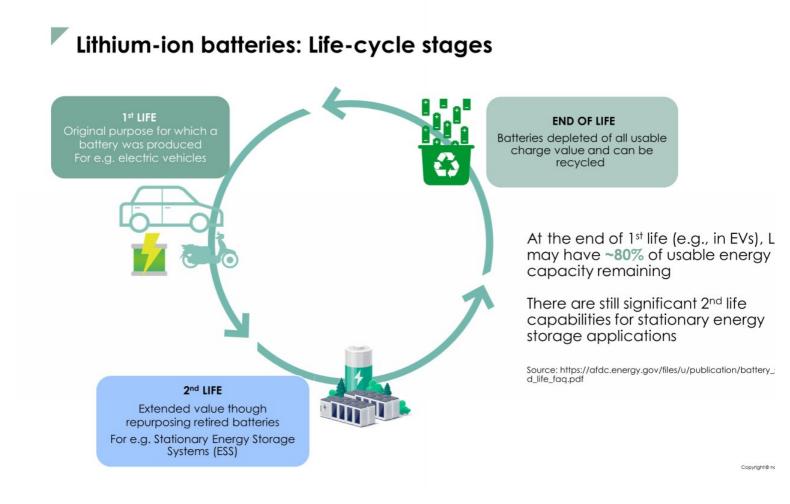
PNAC and noco-noco and their respective directors and executive officers, under SEC rules, may be deemed to be participants in the solicitation of proxies of PNAC' shareholders in connection with the Potential Business Combination. Investors and security holders may obtain more detailed information regarding the names and in the Potential Business Combination of PNAC's directors and officers in the filings with the SEC. Information regarding the persons who may, under SEC rules, be deeme participants in the solicitation of proxies to PNAC's shareholders in connection with the Potential Business Combination of proxies to PNAC's shareholders in connection with the Potential Business Combination will be set forth in the proxy statement/prospec the Potential Business Combination. Stockholders, potential investors and other interested persons should read the proxy statement/prospectus carefully when it beco available before making any voting or investment decisions.

This Presentation is not a substitute for the registration statement or for any other document that PNAC may file with the SEC in connection with the Potential Business Combination. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain free copies of other documents filed with the SEC throu website maintained by the SEC at http://www.sec.gov. INVESTMENT IN ANY SECURITES DESCRIBED HEREIN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY NOR HAS ANY AUT PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

6. Financial Information. The noco-noco financial information and data contained in this Presentation may include unaudited information and thus not conform to SEC requirements (including Regulation S-X). Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, any statement or registration statement or prospectus to be filed by PubCo, PNAC or noco-noco with the SEC.

The root of environmental problems Economic system of mass production and over consumption

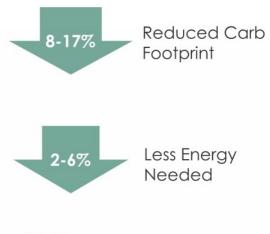
Rapid electrification boosts Lithium-Ion Batteries (LIB) demand, but overlooking the impact of extensive lithium mining, shortlived batteries, and carbon-intensive manufacturing continues to contribute to critical sustainability issues.



Potential benefits of battery 2nd life use

- Increase total lifetime value of the battery
 Share costs among 1st & 2nd users
 Reduce GHG emissions by extending adoption
 Improve the reliability, efficiency, and cleanliness of the grid by advancing the deployment of grid-connected storage
 Create a more sustainable circular economy
 - Create a more sustainable circular economy in how energy is stored and used

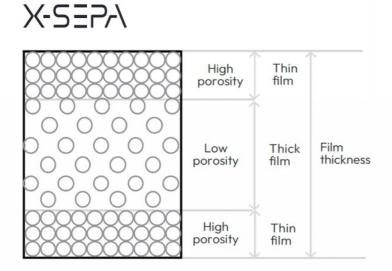
Source: https://www.nrel.gov/transportation/battery-second-use.html Environmental impacts of recycling LIBs after 2nd life us (vs after 1st life use)



Source: https://www.science.org/doi/10.1126/sciadv.ab



Our battery technology

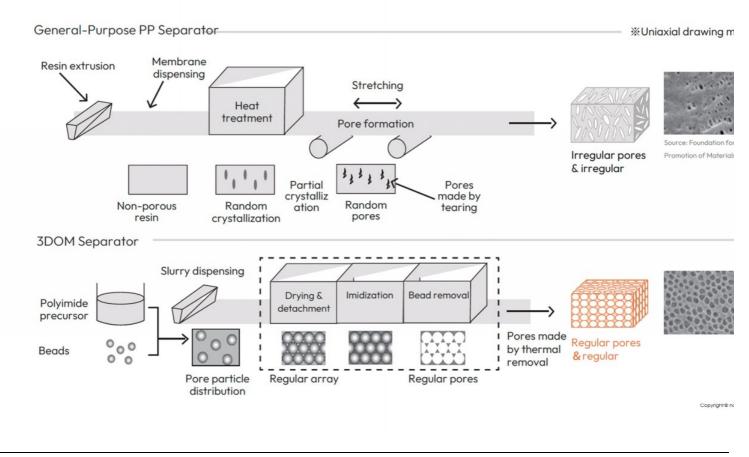


Multi-layer Separator

3-dimensional macroporous separator successfully developed and tested on norr sized battery

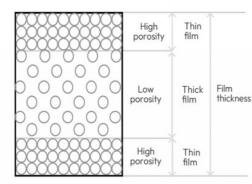
The separator is an essential component in all LIB, Solid Electrolyte Batteries (SEB), and Lithium Metal Batteries (LA prevent short circuits

Separator production method



Our battery technology

X-SEP/\



Long Lifespan for 1st & 2nd Life Use

• Doubles number of battery charging cycles

Reliability

- · Reduces the formation of dendrites (cause short circuits)
- Nail penetration test for thermal stability and reliability

Increased C-rates

- High C-rates without damaging or shortening lifespan of bat
- Suited for air mobility (commercial and military drones)

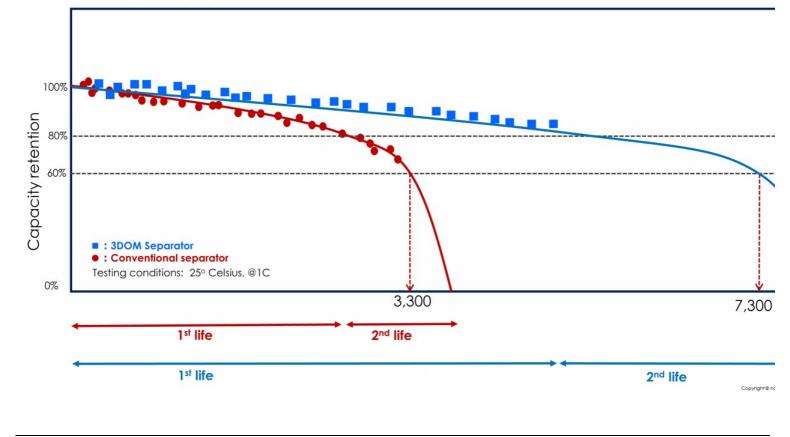
Use in High Temperature Environments

X-SEPATM combined with our high temperature-resistant electrolyte is expected to achieve charge-discharge cycle l of approx. 9,000 cycles when end-of-life is set at 60% capaci retention

* Results provided under lab testing conditions

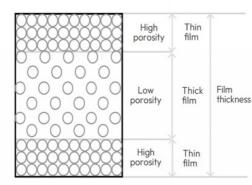
Extended lifespan (charge cycles)

Enabling 1st life (EV) and 2nd life use (ESS)



Our battery technology

X-SEP/



Long Lifespan for 1st & 2nd Life Use
Doubles number of battery charging cycles

Reliability

- Reduces the formation of dendrites (cause short circuits)
- Nail penetration test for thermal stability and reliability

Increased C-rates

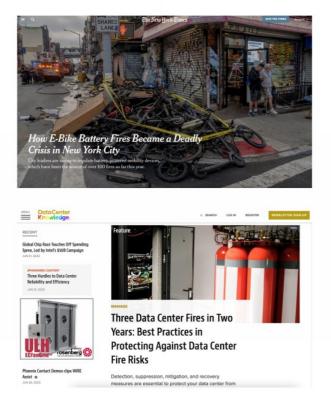
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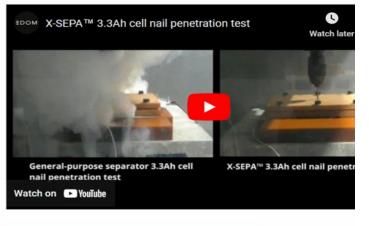
* Results provided under lab testing conditions

Reliable battery technology



TOKYO, March 23, 2023 – 3DOM Alliance Inc. ("3DOM Alliance") conducted nail p SEPA™, a revolutionary separator technology with a multi-layer structure that fur macroporous) separator. The testing produced favorable results compared to a g

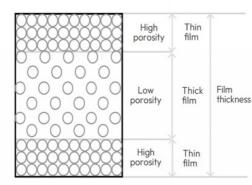
A nail penetration short circuit test is one method of evaluating reliability in abnor battery at a prescribed speed to simulate internal short-circuiting. Internal shortmay result from external impact, manufacturing defects, or metal deposition duri



Nail penetration testing is one of the main measurements of battery safety recognized by the Department of Energy USA

Our battery technology

X-SEP/



R In

Long Lifespan for 1st & 2nd Life Use

• Doubles number of battery charging cycles

Reliability

- · Reduces the formation of dendrites (cause short circuits)
- Nail penetration test for thermal stability and reliability

Increased C-rates

- High C-rates without damaging or shortening lifespan of bat
- Suited for air mobility (commercial and military drones)

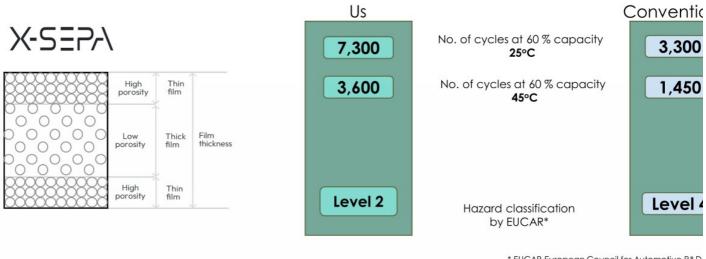
Use in High Temperature Environments

X-SEPATM combined with our high temperature-resistant electrolyte is expected to achieve charge-discharge cycle l of approx. 9,000 cycles when end-of-life is set at 60% capaci retention

* Results provided under lab testing conditions

Increased C-rates

Comparing our batteries (equipped with X-SEPA™ developed by 3DOM Alliance) with conventional batteries in the market today

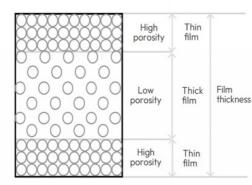


* EUCAR European Council for Automotive R&D

Long-lasting, high-performing, and highly reliable batteries suited for optimized 1st life use and efficient 2nd life use

Our battery technology

X-SEP/



Rel

Long Lifespan for 1st and 2nd Life Use

• Doubles number of battery charging cycles

Reliability

- · Reduces the formation of dendrites (cause short circuits)
- Nail penetration test for thermal stability and reliability

Increased C-rates

- High C-rates without damaging or shortening lifespan of bat
- Suited for air mobility (commercial and military drones)

Use in High Temperature Environments

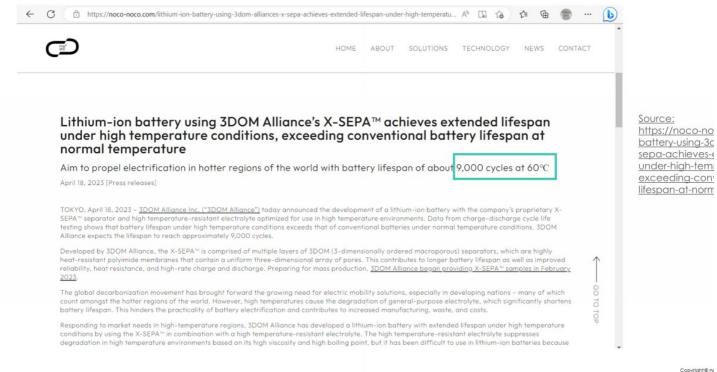
 X-SEPATM combined with our high temperature-resistant electrolyte is expected to achieve charge-discharge cycle | of approx. 9,000 cycles when end-of-life is set at 60% capaci retention

* Results provided under lab testing conditions

Performance in high-temperature environments

Excerpt from our press release

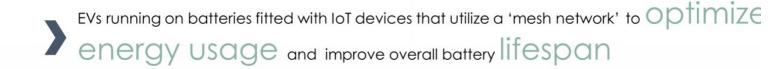
www.noco-noco.com





Smart batteries for interconnected intelligence

Currently under development, we plan to leverage our in-house battery management systintegrated with data process and mesh networking technologies to optimize energy usage of products and to develop intelligent batteries."

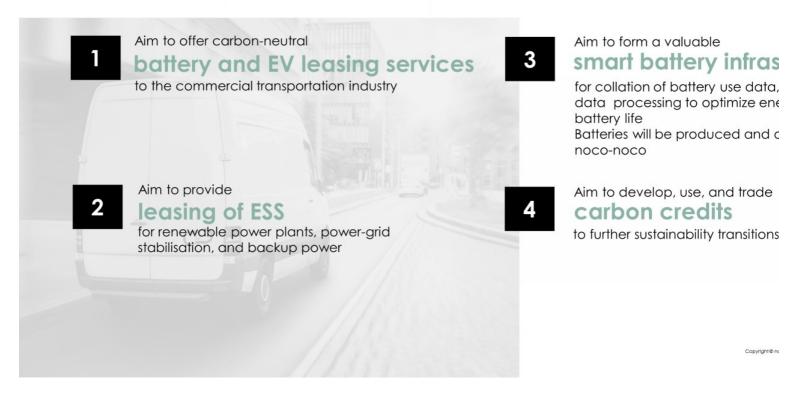


Interconnected battery networks for analyzing and processir battery data to eventually provide data services



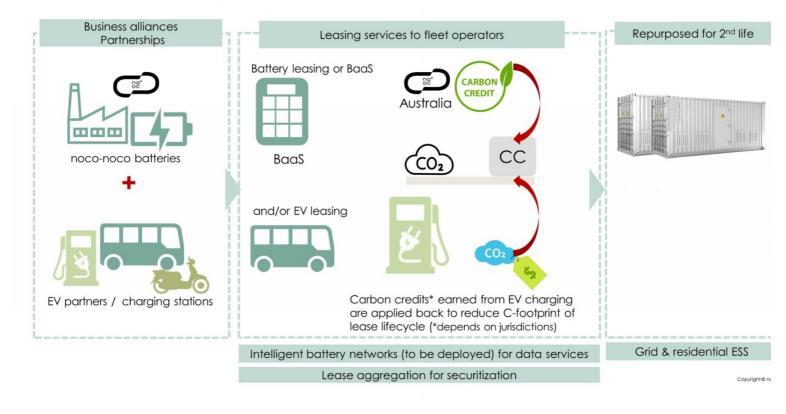
Our offerings

We are an **early-stage decarbonized energy solutions provider**, with the technology and the IP to accelerate the global transformation to a carbon-neutral economy



Carbon-neutral battery and EV leasing service (B2B)

A patented business model (an illustration)



Where we are now

Future leasing projects



MOU aiming to establish a joint venture in the Philippines for the purpose of carrying out a carbon-abated bus leasing business with EV Dynamics' existing and new clients

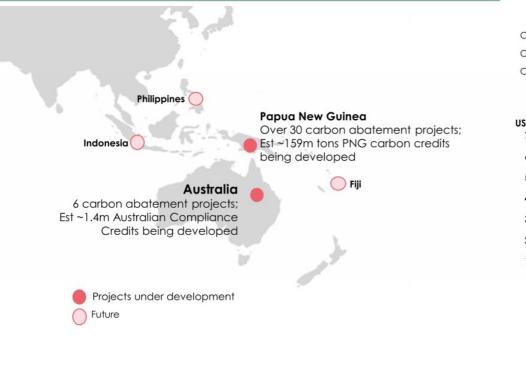


MOU moving on to advanced discu with Assemblepoint aiming for a bus alliance to promote the decarbonize of transportation in the Philippines

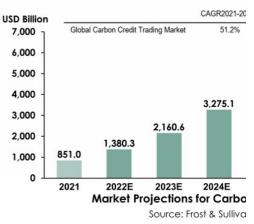


Carbon abatement projects

noco-noco Australia : Carbon abatement management business



- o Carbon credit development
- Sale and trading of carbon cr
- Applying carbon credits to our and EV leasing business



Management



Director Heizo Takenaka

Mr. Takenaka is a retired politician and current Professor Emeritus at Keio University with a PhD in Economics. He previously served as Minister of State for various departments and holds several advisory and directorial positions.



Director Teo Lai Wah Timothy

Mr. Teo is an experienced professional in risk management, having held senior positions in a top investment bank and other investment organizations. He currently serves as chairman of the Audit and Risk Committee of GuocoLand Ltd and as an independent director of several organizations, including School of the Arts and Pilgrim Asia Pte Ltd.



Director Jean-François

Mr. Minier has approximatel experience in finance and st He's held management posi financial institutions and cun Regional Director, APAC at Auc and an Independent Director c Japan.



Director and CEO Masataka Matsumura

Mr. Matsumura has eextensive entrepreneurial experience in design and branding. He was the creative director of a design and fashion brand company and was previously the representative director and the president of a Japanese fashion brand. Mr. Matsumura graduated from the American Intercontinental University London.

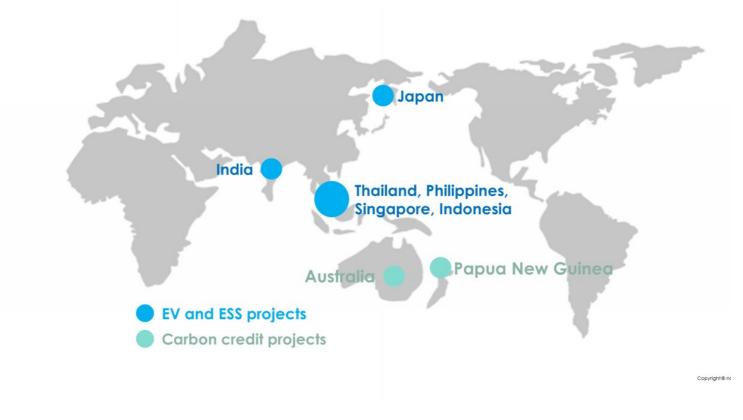


Yoshinori Kurahashi

Mr. Kurahashi is a certified public accountant in Japan. He worked on accounting audit and internal control audit at Ernst & Young for 16 years. He graduated from the Waseda University Faculty of Commerce, Japan.

Market potential

Targeted markets for battery-based and carbon credits services



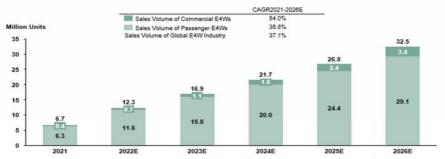
Global E2W / E4W leasing industry

(Electric 2- & 4-wheeler)



- E2W manufacturers may source lithium-ior from leasing companies to save costs and benefits like faster time-to-market and imp production efficiency
- This trend will boost the growth of the cark leasing industry along with the E2W industr

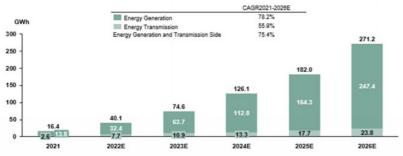
Market Size of Global E2W Industry by Sales Volume, 2021-2026E*



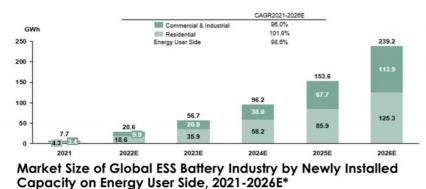
Market Size of Global E4W Industry by Sales Volume, 2021-2026E* Source: Frost & Sullivan

- The global E4W industry is growing despite chain disruptions, thanks to advancement ion technology
- Commercial E4Ws are driving this growth, management companies opt for leasing t initial investment and improve return on company
- As customers recognize the benefits of ca leasing programs, including lower vehicle environmental benefits, the carbon-free le industry is also set to grow exponentially

Global ESS leasing industry



Market Size of Global ESS Battery Industry by Newly Installed Capacity on Energy Generation and Transmission Side, 2021-2026E*



* Source: Frost & Sullivan

- ESS batteries are divided into two categories be where energy is stored and its intended consun energy generation & transmission side and the side
- Currently, the energy generation side dominate with over 80% market share and 13.8GWh newly 2021
- The energy generation/transmission side is expe significant growth, reaching 271.2GWh by 2026 of 75.4% from 2021, making up 91.2% of the totc share
- The ESS battery industry on the user side has two residential and commercial/industrial (C&I)
- In 2021, newly installed capacity for energy use batteries reached 7.7GWh. It's expected to rea 239.2GWh by 2026, with a CAGR of 98.6% from
- The carbon-free ESS battery leasing industry is st with cost reductions by the cascade usage of E it's set to grow alongside the ESS battery industry cheaper and more environmentally friendly op

Financial statements

NOCO-NOCO PTE. LTD

BALANCE SHEETS

(Amounts expressed in US dollars ("\$") except for numbers of shares)

	De	As of ecember 31, 2022	As of June 30, 2022
ASSETS			
Current assets		517,075	183,889
Non-current assets		320,423	55,532
Total assets	\$	837,498	\$ 239,421
LIABILITIES AND SHAREHOLDERS' (DEFICIT) EQUITY			
Current liabilities		1,877,603	1,024,244
Non-current liabilities		124,918	-
Total liabilities	\$	2,002,521	\$ 1,024,244
Shareholders' deficit			
Total shareholders' deficit	\$	(1,165,023)	\$ (784,823)
Total liabilities and shareholder's deficit	\$	837,498	\$ 239,421

NOCO-NOCO PTE. LTD

STATEMENTS OF OPERATIONS AND COMPREHEN

(Amounts expressed in US dollars ("\$") except for nu

(Amounts expressed in US dollars ("	\$") except for nu
	For the si months en December 2022 (unaudite
Operating expenses:	
Research and development	
Selling, general and administrative expenses	1,18'
Total operating expenses	1,18
Total other income	3:
Net loss	\$ 1,15 [,]



Sustainability Simplified