
**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 September 2023

Commission file number: 001-41789

NOCO-NOCO INC.

4 Shenton Way
#04-06 SGX Centre II
Singapore 068807
(Address of Principal Executive Offices)

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

On September 6, 2023, noco-noco Inc. (the “**Company**”) issued a press release titled “Update on noco-noco’s Carbon Credit Projects in Papua New Guinea.”

A copy of the press release is attached as Exhibit 99.1 to this current report on Form 6-K and is incorporated by reference herein.

EXHIBIT INDEX

Exhibit No.

Description

99.1

[Press Release dated September 6, 2023](#)

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: September 6, 2023



Update on noco-noco's Carbon Credit Projects in Papua New Guinea

On August 29, 2023, the Climate Change and Development Authority (“CCDA”) of Papua New Guinea (“PNG”) acknowledged, by way of an official letter, its support for two carbon abatement projects in PNG that have been submitted by Hop2it Australasia Pty Ltd (“Hop2it Australasia”), a subsidiary of Hop2it Holdings Pte. Ltd. (“Hop2it Holdings”), to the CCDA.

These two projects, amongst more than 30 contracted projects secured by Hop2it Australasia or Hop2it Holdings (together referred to as “Hop2it”) in PNG, involve deforestation avoidance. The shareholders of Hop2it Holdings, which are shareholders of noco-noco Inc. (“NNI”), Hop2it Holdings and Hop2it Australasia have a restructuring deed with noco-noco Pte. Ltd. and noco-noco Australia Pty Ltd., whereby 52% of the profits from Hop2it’s carbon abatement projects will be paid to NNI. Furthermore, under the terms of the deed, Hop2it’s carbon abatement management business and all future potential economic benefits of the Hop2it’s carbon abatement management business will be carried out through and assigned to noco-noco Australia Pty Ltd., a subsidiary of NNI, 52% of which is owned by NNI and 48% of which is owned by the shareholders of Hop2it.

The first two projects that the CCDA has reviewed are (1) the *An Orumako Customary Landowner Area in the Kikori District, Gulf Province*, and (2) the *Cloudy Bay Customary Landowner Area in the Abau District, Central Province*. The size of these land plots are 52,750 hectares and 148,434 hectares respectively. The CCDA recognizes that:

1. The two projects are submitted under the National REDD+ Methodology and Development Guidelines adopted by PNG and have been worked on and submitted to the CCDA by Hop2it as the REDD+ qualified Proponent, and with the Natural Forest Standard (“NFS”) in the United Kingdom as the Creditor, who have provided preferred Verification Validation Body (“VVB”) to Hop2it, to vet and work with to harvest Carbon Credit Units.
2. The two parties, Hop2it and NFS, are working on completing the Project Design Documents (“PDD”), which will qualify NFS for Permit Issuance by the CCDA, once the PNG moratorium on new REDD+ projects (*which has been in place since March 2022*) is lifted. Hop2it understands that this lifting will be forthcoming in the very near future.

Currently, there are more than 30 contracted projects secured in PNG totaling approximately 5.3 million hectares and are estimated to produce around 159 million tons of carbon credits. The above two projects are the initial projects that have been acknowledged and supported by the CCDA.



When available, the generated carbon credits will be applied to offset unavoidable emissions including in noco-noco's clean and energy-efficient mobility leasing service, and will also be sold to third parties looking for offsets in their own decarbonization journey.

About noco-noco

noco-noco is a decarbonization solutions provider working to accelerate the global transformation to a carbon-neutral economy. With X-SEPA™, a battery separator technology designed for long-lasting and high heat-resistant performance, and noco-noco's carbon-neutral leasing platform, noco-noco expects to address the need for clean, affordable, and sustainable energy solutions. noco-noco Inc. made its Nasdaq debut in Aug 2023. For more information on noco-noco, visit www.noco-noco.com

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of section 27A of the U.S. Securities Act of 1933, as amended (the "Securities Act"), and section 21E of the U.S. Securities Exchange Act of 1934 ("Exchange Act") that are based on beliefs and assumptions and on information currently available to noco-noco. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing," "target," "seek" or the negative or plural of these words, or other similar expressions that are predictions or indicate future events or prospects, although not all forward-looking statements contain these words. Any statements that refer to expectations, projections or other characterizations of future events or circumstances, the markets in which noco-noco operates as well as any information concerning possible or assumed future results of operations of noco-noco, are also forward-looking statements. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by these forward-looking statements. Although noco-noco believes that it has a reasonable basis for each forward-looking statement contained in this communication, noco-noco cautions you that these statements are based on a combination of facts and factors currently known and projections of the future, which are inherently uncertain. noco-noco cannot assure you that the forward-looking statements in this communication will prove to be accurate. These forward-looking statements are subject to a number of risks and uncertainties, including, among others, the impact of the global COVID-19 pandemic, the outcome of any potential litigation, government or regulatory proceedings and other risks and uncertainties. There may be additional risks that noco-noco presently does not know or that noco-noco currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by noco-noco and its respective directors, officers or employees or any other person that noco-noco will achieve their objectives and plans in any specified time frame, or at all. The forward-looking statements in this press release represent the views of noco-noco as of the date of this communication. Subsequent events and developments may cause those views to change. However, while noco-noco may update these forward-looking statements in the future, there is no current intention to do so, except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing the views of noco-noco as of any date subsequent to the date of this communication.



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