

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

noco-noco Inc.
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

98-1584130
(I.R.S. Employer Identification No.)

4 Shenton Way
#04-06 SGX Centre 2
Singapore 068807
(Address of principal executive offices)

10022
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered

Ordinary Shares, \$0.0001 par value

Name of each exchange on which each class is to be registered

The Nasdaq Stock Market LLC

**Redeemable Warrants, each whole warrant exercisable for one
Ordinary Share at an exercise price of \$11.50**

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:

333-271994

Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be Registered

The securities to be registered hereby are the ordinary shares and warrants to purchase ordinary shares of noco-noco Inc., recently renamed from Prime Number Holding Limited on August 21, 2023 (the "**Company**"). The description of the ordinary shares and warrants contained in the section entitled "Description of Securities" in the prospectus included in the Company's Registration Statement on Form F-4 under the name Prime Number Holding Limited (File No. 333-271994), originally filed with the U.S. Securities and Exchange Commission on [May 17, 2023](#), as amended from time to time (the "**Registration Statement**"), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is also incorporated by reference herein.

Item 2. Exhibits

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 23, 2023

noco-noco Inc.

By: /s/ Dongfeng Wang
Dongfeng Wang
Director
