

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **July 14, 2025**

NOCERA, INC.

(Exact name of registrant as specified in charter)

Nevada

(State or other jurisdiction
of incorporation)

001-41434

(Commission
File Number)

16-1626611

(IRS Employer
Identification No.)

3F (Building B), No. 185, Sec. 1, Datong Rd., Xizhi Dist., New Taipei City Taiwan 221, ROC

(Address of principal executive offices and zip code)

(886) 910-163-358

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|----------------|---|
| Common Stock, par value \$0.001 per share | NCRA | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On July 16, 2022, Nocera, Inc. (the “Company”) issued a press release announcing that it had regained compliance with Nasdaq Listing Rule 5550(a)(2). A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 8.01. Other Events.

As previously disclosed, on January 15, 2025, the Company received a letter from the Listing Qualifications Department (the “Staff”) of The NASDAQ Stock Market, LLC (“Nasdaq”) notifying the Company that the Company was not in compliance with Nasdaq Listing Rule 5550(a)(2) (the “Minimum Bid Price Requirement”), as the minimum bid price for the Company’s listed securities was less than \$1 for the previous 30 consecutive business days. The Company had a period of 180 calendar days, or until July 14, 2025, to regain compliance with the rule referred to in this paragraph.

On July 14, 2025, the Company received a letter from Nasdaq notifying the Company that the Staff had determined that the closing bid price of the Company’s common stock had been at \$1.00 per share or greater for at least 20 consecutive business days and, accordingly, that the Company had regained compliance with the Minimum Bid Price Requirement for continued listing on the Nasdaq Stock Market and that the matter is now closed. While the Company has regained compliance with the Minimum Bid Price Requirement, there can be no assurance that the Company will be able to maintain compliance with the Minimum Bid Price Requirement in the future.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 99.1 | Press Release issued by Nocera, Inc., dated July 16, 2025 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURES

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 hereunto duly authorized.

NOCERA, INC.

Date: July 16, 2025

By: /s/ Andy Ching-An Jin
Name: Andy Ching-An Jin
Title: Chief Executive Officer



Nocera, Inc. Regains Compliance with Nasdaq Minimum Bid Price Deficiency

TAIPEI, TAIWAN / ACCESSWIRE / July XX, 2025 / Nocera, Inc. (NASDAQ: NCRA) (“Nocera” or the “Company”), an industry-agnostic, acquisition-focused company, today announced that it received a notification letter (the “**Notification Letter**”) from the Listing Qualifications Department at The Nasdaq Stock Market LLC (“**Nasdaq**”) notifying the Company that it has regained compliance with the minimum bid price requirement set forth under Nasdaq Listing Rule 5550(a)(2) (the “**Minimum Bid Price Requirement**”).

The Notification Letter confirmed that the Company demonstrated a closing bid price at or greater than \$1.00 for the last twenty consecutive business days, from June 12 through to July 11, 2025, and that the Company has regained compliance with the Minimum Bid Price Requirement. As a result, the listing matter has been closed.

Andy Jin, CEO of Nocera, stated, “Maintaining our Nasdaq listing is integral to our ongoing commitment to shareholders, as it reinforces our credibility and visibility within the investment community while supporting our long-term value creation efforts. Nasdaq listing also provides a level of transparency that is essential to our growth strategy as an acquisition-focused company.”

About Nocera, Inc.

Nocera (NASDAQ: NCRA) is a dynamic, industry-agnostic, acquisition-focused company dedicated to identifying and acquiring businesses that demonstrate strong core values and exceptional business acumen. With a strategic focus on fostering growth and creating long-term value, Nocera seeks to partner with companies that align with its vision for success. To learn more about Nocera and its approach, please visit the company’s official website at www.nocera.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements that are inherently subject to risks and uncertainties. Any statements contained in this document that are not historical facts are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “project,” “predict,” “should,” “will” and similar expressions are intended to identify such forward-looking statements. Forward-looking statements are not guarantees of future performance, are based on certain assumptions and are subject to various known and unknown risks and uncertainties. These risks and uncertainties include, but are not limited to, general economic and business conditions, the Company’s ability to execute its growth strategy, maintain compliance with Nasdaq listing standards, and respond to market conditions, competition, changes in methods of marketing, delays in manufacturing or distribution, changes in customer order patterns, changes in customer offering mix, and various other factors beyond the Company’s control. Readers are encouraged to read the risk factors included in our annual reports and quarterly reports we file with the Securities and Exchange Commission. Actual events or results may differ materially from those described in this press release due to any of these factors. Nocera is under no obligation to update or alter its forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

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