|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE** |  |  |  |  |  |
|  | **COMMISSION** |  |  |  |  |
|  |  |  |  |  |
|  |  | OMB APPROVAL |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  | OMB Number: | 3235- |  |  |
|  |  |  |  |  |
|  |  |  | 0104 |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  |  |  |  |
|  |  | Estimated average burden |  |
|  | **SECURITIES** |  | response: | 0.5 |  |  |
|  |  |  | hours per |  |  |  |



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940



|  |  |  |
| --- | --- | --- |
| 1. Name and Address of Reporting Person\* | 2. Date of Event |  |
|  | [Chen Feng-Hua](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0002008552) |  | Requiring Statement |  |
|  |  | (Month/Day/Year) |  |
|  |  |  |  |  | 01/04/2024 |  |
|  | (Last) | (First) | (Middle) |  |  |

3. Issuer Name **and** Ticker or Trading Symbol

[NOCERA, INC.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001756180) [ NCRA ]

C/O NOCERA, INC.

3F (BLDG B), NO. 185, SEC. 1,

DATONG RD.

(Street)

NEW

TAIPEI F5 221

CITY

1. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
|  | Director | 10% Owner |  |
| X | Officer (give | Other (specify |  |
| title below) | below) |  |
|  |  |

Chief Operating Officer

1. If Amendment, Date of Original Filed (Month/Day/Year)
2. Individual or Joint/Group Filing (Check Applicable Line)
* Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 4)** | **2. Amount of Securities** | **3. Ownership** | **4. Nature of Indirect Beneficial** |
|  |  | **Beneficially Owned (Instr.** | **Form: Direct** | **Ownership (Instr. 5)** |
|  |  | **4)** | **(D) or Indirect** |  |  |
|  |  |  | **(I) (Instr. 5)** |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

**Table II - Derivative Securities Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Derivative Security (Instr. 4)** | **2. Date Exercisable and** | **3. Title and Amount of Securities** | **4.** | **5.** | **6. Nature of** |  |
|  |  | **Expiration Date** | **Underlying Derivative Security** | **Conversion** | **Ownership** | **Indirect Beneficial** |  |
|  |  | **(Month/Day/Year)** | **(Instr. 4)** |  | **or Exercise** | **Form:** | **Ownership (Instr.** |  |
|  |  |  |  |  |  | **Price of** | **Direct (D)** | **5)** |  |  |
|  |  |  |  |  | **Amount** |  |
|  |  |  |  |  | **Derivative** | **or Indirect** |  |  |  |
|  |  |  |  |  | **or** | **Security** | **(I) (Instr. 5)** |  |  |  |
|  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | Class B Warrants | (1) | (1) | Common Stock | 100,000 | 1.5 | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | **Explanation of Responses:** |  |  |  |  |  |  |  |  |  |

1. A total of 100,000 Class B Warrants were issued pursuant to that certain Employment Agreement dated as of January 5, 2024, by and between Nocera, Inc. and Feng-Hua Chen, each with a right to purchase a share of common stock, par value $0.001 per share, of the Company, exercisable at $1.50 and vesting biannually over the next 2 years.

|  |  |  |  |
| --- | --- | --- | --- |
|  | /s/ Feng-Hua Chen | 01/19/2024 |  |
|  |  |  |  |  |
|  | \*\* Signature of Reporting | Date |  |
|  | Person |  |
|  |  |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |  |  |
| \* If the form is filed by more than one reporting person, *see* Instruction 5 (b)(v). |  |  |

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**