United States securities and exchange commission logo

June 5, 2023

Jeff Cheng

President

NOCERA, INC.

3F (Building B) , No. 185 , Sec. 1 , Datong Rd .

Xizhi Dist. , New Taipei City 221

Taiwan (R.O.C.)

Re: NOCERA, INC.

Form 10-K filed

March 31, 2023

File No. 1-41434

Dear Jeff Cheng:

We have reviewed your filing and have the following comments. In

some of our

comments, we may ask you to provide us with information so we may better understand your

disclosure. Please respond to these comments within ten business days by providing the

requested information or advise us as soon as possible when you will

|  |  |  |
| --- | --- | --- |
| respond. If you do not |  |  |
|  | believe our comments apply to your facts and circumstances, please tell |  |
| us why in your | comments, we may have |  |
|  | response. After reviewing your response to these |  |
| additional comments. |  |  |
|  | Form 10-K filed March 31, 2023 |  |  |
|  | Revenue, page 40 |  |  |
| 1. |  | The disclosure on page |  |
| 3 states that you have two continuing businesses: the Meixin |  |
|  |  | catering business; and |  |
| the NTB eel selling business. Please revise this section to quantify |  |
|  |  | the revenues and income |  |
| (loss) of each continuing business, and for the disposed XFC |  |
| period presented. Explain any material variances. Also, | business, for each |  |
| please disclose |  |
|  |  | in this section the |  |
| $2.6 million loss on the XFC disposal and the specific business and |  |
| prevented you from selling the business at its carrying | economic factors that |  |
| value. See |  |
| Regulation S-K. | Item 303(a) of |  |
|  |  |
|  | Inventories, page 42 |  |  |
| 2. |  | Please provide a |  |
| substantive and informative disclosure explaining why your inventories |  |
|  |  | decreased by $1.2 |  |
| million in 2022 whereas sales increased by $6 million. Quantify the |  |
|  |  | impact of any |  |
| impairments. In this regard, the impact on your reported operating cash |  |
| See Item 303(b)(1) of Regulation S-K. | flows is significant. |  |
|  |  |
| Jeff Cheng |  |  |
| FirstName |  |  |
| NOCERA, LastNameJeff Cheng |  |  |
|  | INC. |  |  |
| Comapany |  |  |
| June | 5, 2023NameNOCERA, INC. |  |  |
| June 5, |  |  |
| Page | 2 2023 Page 2 |  |  |
| FirstName LastName |  |  |

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections, , page 46

1. We note that during your fiscal year 2022 you were identified by the Commission

pursuant to Section 104(i)(2)(A) of the Sarbanes-Oxley Act of 2002 (15

U.S.C.

7214(i)(2)(A)) as having retained, for the preparation of the audit report on your financial

statements included in the Form 10-K, a registered public accounting firm that has a

branch or office that is located in a foreign jurisdiction and that the Public Company

Accounting Oversight Board had determined it is unable to inspect or investigate

completely because of a position taken by an authority in the foreign jurisdiction. Please

provide the documentation required by Item 9C(a) of Form 10-K in the

|  |  |  |  |
| --- | --- | --- | --- |
| EDGAR | SPDSCL-HFCAA-GOV | or tell us why you are not |  |
| submission form |  |
| required to do so. |  |  |  |

Refer to the Staff Statement on the Holding Foreign Companies Accountable Act and the

Consolidated Appropriations Act, 2023, available on our website at https://www.sec.gov/corpfin/announcement/statement-hfcaa-040623.

Item 14, page 57

1. We note that your operations are primarily in Taiwan whereas your auditor is based in

Hong Kong. Please tell us the percentage of hours expended on the principal accountant s

engagement to audit the registrant s financial statements for the most recent fiscal year

that were attributed to work performed by persons other than the principal accountant s

full-time, permanent employees. See the guidance in Item 14(6) of the

Form Instructions.

Audit Report, page F-3

1. Please describe for us the business activities of the "Automated Transmission" reporting

unit. Tell us also whether there are any other reporting units. Variable Interest Entity, page F-13

1. Please quantify in the financial statement footnotes the extent to which your consolidated

VIE's impacted your reported Balance Sheet, Income Statement, and Cash Flow account

balances. See ASC 810-10-50 Note 21, page F-30

1. It is not clear why you did not file audited and pro forma financial statements for the

Meixin acquisition pursuant to Article 8-04 of Regulation S-X. In this regard, it appears

that the acquisition may have exceeded the investment test outlined in Article 1-02(w) of

Regulation S-X. Please revise as necessary and provide us with your calculations of all

three applicable significance tests so we can fully assess your compliance with the rule.

For the revenue test, please reconcile your calculation with the $10 million annual revenue

disclosure provided in your September 8, 2022 press release. Also, given the significance

of this acquisition, please explain why this business development was not disclosed in

your Form S-1 #333-264059 registration statement. We may have further

comment. Jeff Cheng

NOCERA, INC. June 5, 2023 Page 3

1. It appears that XFC should be accounted for as a discontinued operation pursuant to ASC
	1. Please revise or provide us an analysis that clearly demonstrates your compliance. In

addition, please amend your November 30, 2022 Form 8-K to provide the pro forma data

required by Item 9.01(b) of the Form Instructions, if applicable.

We remind you that the company and its management are responsible for the accuracy

and adequacy of their disclosures, notwithstanding any review, comments, action or absence of

action by the staff. You may contact Al Pavot at 202-551-3738 or Terence O'Brien at 202-551-

3355 if you have questions regarding comments on the financial statements and related

matters. Contact Jennifer Gowetski at 202-551-3401 if you have any questions about comments

related to your status as a Commission-Identified Issuer during your most

recently completed

fiscal year.

|  |  |  |  |
| --- | --- | --- | --- |
|  |  | Sincerely, |  |
| FirstName LastNameJeff Cheng | Division of |  |
| Corporation Finance | Office of Industrial |  |
| Applications and |  |
|  |  |
| Comapany NameNOCERA, INC. | Services |  |
| June 5, 2023 Page 3 |  |
|  |  |
| cc: | Tiger Tsai |  |  |
| FirstName LastName |  |  |