

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): **February 16, 2023**

**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

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share	NCRA	The Nasdaq Capital 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 2.01 Completion of Acquisition or Disposition of Assets.**

As previously disclosed, Nocera, Inc. (the “Company”) entered into the Real Estate Purchase Agreement dated as of September 8, 2022 (the “Purchase Agreement”), with an unaffiliated third party (the “Seller”) pursuant to which the Company agreed to purchase 229 contiguous acres of land located in Montgomery County, Alabama (the “Land Acquisition”).

On February 16, 2023, the Land Acquisition closed. As consideration for the Land Acquisition, the Company paid a total of \$875,000 to the Seller, which was funded through available cash in the amount of \$225,000 and loan proceeds in the amount of \$650,000 from an unaffiliated Taiwan financial company, of which bears interest at a rate of 6% per annum payable every month for a term of two years (the “Loan”). The Company, through Nocera Taiwan Branch, an unincorporated division of the Company, pledged a certificate of deposit in the amount of \$500,000 as security for the Loan.

The description of the Purchase Agreement contained in this Item 2.01 does not purport to be complete and is qualified in all respects with reference to the full text of the Purchase Agreement, which was filed as Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 13, 2022, and is incorporated herein by reference as Exhibit 10.1.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth above in Item 2.01 is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On February 23, 2023, the Company issued a press release announcing the closing of the Land Acquisition pursuant to the Purchase Agreement referred to in Item 2.01 above. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

The disclosure under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information provided herein shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

10.1*	<a href="#">Real Estate Purchase Agreement dated as of September 8, 2022, by and between Nocera, Inc. and an unaffiliated third party.</a>
99.1**	<a href="#">Press Release issued February 23, 2023.</a>
104**	Cover Page Interactive Data File (formatted in inline XBRL, and included in exhibit 101).

\*Filed as Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 13, 2022 and incorporated by reference herein.

\*\*Filed herewith.

## 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: February 23, 2023

By: /s/ Yin-Chieh Cheng

Name: Yin-Chieh Cheng

Title: President and Chief Executive Officer

FOR IMMEDIATE RELEASE

February 23, 2023

## Nocera, Inc. Purchases 229 Acres of Agricultural Land in Montgomery, Alabama

*Company Prepares To Construct Its First U.S. Large Scale Fish Farm*

**Taipei, Taiwan - February 23, 2023** - Nocera, Inc. (NASDAQ: NCRA) (“Nocera” or the “Company”), a leading food production company focusing primarily on manufacturing and operating land-based Recirculatory Aquaculture Systems (“RASs”), announced today that on February 16, 2023, it closed on its \$875,000 purchase of 229 acres of agricultural land in Montgomery, Alabama, of which was funded through available cash of \$225,000 and loan proceeds of \$650,000 from an unaffiliated Taiwan financial company. Nocera plans to use the land to construct its first large scale fish farm designed to use its RASs and tanks.

The Company plans to begin site preparation and construction by the third quarter of this year. The site is expected to serve as a model for future construction and is the first of many facilities that Nocera plans to launch.

### Introduction of the RAS Specification

- Equipment Specifications
  - 20m of wide
  - 1.5m of height
  - 471m<sup>3</sup> of water
- Max. Production Capacity
  - 100,000 lb.



### Alabama Catfish Farm - 621 Seibles Rd. Montgomery AL

- 500 RAS tanks with Max Production of 100,000 lb.
- Target 30 farms in United States:
  - Alabama
  - Florida
  - Georgia
  - Louisiana
  - Texas
  - New Mexico
  - California



According to Nocera’s Chief Executive Officer, Jeff Cheng, “With just one facility located in Montgomery, Alabama, operating at capacity, we can see the potential to generate substantial revenue with a replicable model that can be used elsewhere in the U.S. and also globally. Our goal is to eventually build several fish farms across the U.S. These are exciting times for us and our shareholders.”

Jeff Cheng added, “We remain committed to using the latest sustainable and environmentally friendly technologies in our food production processes, and we plan to ensure that the new fish farm adheres to the highest possible standards of environmental protection. We look forward to launching a fish farm on our newly acquired land in Montgomery, Alabama and additional fish farms to become a leading food production company in the United States and beyond.”

### About Nocera, Inc.

Nocera, Inc. (NASDAQ: NCRA) is a fully integrated sustainable seafood company that provides land-based RASs for both fresh and saltwater fish and invests in fish farms by building high-tech RASs. The Company’s main business operation consists of the design, development, and production of large-scale RASs, aquaculture for fish farms along with expert consulting, technology transfer, and aquaculture project management services to new and existing aquaculture facilities and operators. For more information, please visit the Company’s website at [www.nocera.company](http://www.nocera.company).

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## **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 “anticipates,” “believes,” “estimates,” “expects,” “forecasts,” “intends,” “may,” “plan,” “projects,” “predicts,” “should,” “will” and similar expressions as they relate to Nocera are intended to identify such forward-looking statements. These risks and uncertainties include, but are not limited to, general economic and business conditions, effects of continued geopolitical unrest and regional conflicts, 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. Nocera, Inc. cautions readers that forward-looking statements are based on management’s expectations and assumptions as of the date of this press release and are subject to certain risks and uncertainties that could cause actual results to differ materially. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Forward-looking statements reflect the Company’s analysis only on their stated date, and Nocera, Inc. takes no obligation to update or revise these statements except as may be required by law. More detailed information about the risk factors that may affect the realization of forward-looking statements is contained under the heading “Risk Factors” in Nocera, Inc.’s and elsewhere in the Company’s quarterly and annual periodic reports filed with the Securities and Exchange Commission (SEC), which are available free of charge on the SEC’s website, <http://www.sec.gov>.

## **Investor Contact**

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