United States securities and exchange commission logo

August 2, 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/A filed

July 10, 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/A filed July 10, 2023 |  |  |
| Operations Overview, page 1 |  |  |
| 1. | Please reconcile your |  |
| disclosure that states, "we have no intention of providing services to | |  |
|  | construct indoor RASs |  |
| and solar sharing fish farms in Taiwan," with your later disclosure | |  |
| and develop fish farms in Taiwan." Please also disclose | that, "We plan to sell |  |
| whether the |  |
|  | December 31, 2021, JCD |  |
| contract termination materially impacted your 2022 sales or net | |  |
| Gross Profit, page 10 | loss. |  |
|  |  |
| 2. | XFC should not impact |  |
| your gross profit variance since it is accounted for as | a |  |
|  | discontinued operation. |  |
| Please revise your disclosure to quantify the gross profits from | |  |
|  | both your 2022 catering |  |
| business and your 2021-2022 eel fish trading business. The | |  |
| clearly inform readers about the extent to which either | disclosure should |  |
| of these |  |
|  | businesses is |  |

generating losses and the specific reasons why. Further, please identify the specific events and

circumstances that must change in order for these businesses to

generate income. See

Item 303 of Regulation S-K.

Jeff Cheng

FirstName

NOCERA, LastNameJeff Cheng

INC.

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August NameNOCERA, INC.

2, 2023

August

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FirstName LastName

Revenue, page 10

1. Please explain your disclosure that "The revenue for the year ended December 31, 2021

was generated from XFC". If XFC has been accounted for as a discontinued operation

then your 2021 sales amount should exclude any XFC sales. See ASC

205-20-45. If all of

your 2021 sales were from eel fish trading operations then please clarify your disclosure.

Also, please quantify the impact of foreign currency exchange rate changes on your 2022

sales and income. In this regard, we note your disclosure on page 3. Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections, page 17

1. We note your statement that you have no awareness or belief that any governmental entity

in the foreign jurisdiction of incorporation or organization owns shares of your capital

stock as well as your statement regarding the absence of a Schedule 13D or 13G filed by a

governmental entity, the lack of material contracts with foreign governmental parties and

the absence of foreign governmental representation in connection with your required

submission under paragraph (a). Please supplementally describe any materials that were

reviewed and tell us whether you relied upon any legal opinions or third party

certifications such as affidavits as the basis for your submission. Audit Report, page F-2

1. The paragraph describing the Critical Audit Matter is missing. Also, the ASC 205

restatement materially impacted sales, income from continuing operations, and cash flows

from continuing operations so a corresponding paragraph in the audit report appears

necessary. See AS 2820.16. See also ASC 250 regarding applicable restatement

disclosures in the financial statements and label the applicable financial statements as

restated. Finally, please file a current report on Form 8-K to report non-reliance on

previously filed financial statements or tell us in detail why you believe you are not

required to do so. Refer to Item 4.02 of Form 8-K. Form 8-K filed June 6, 2023

Item 2.01, page 2

1. Please provide us with the significance calculations for the Zhe Jiang acquisition. See

Article 8-04 of Regulation S-X. Please also provide us with your analysis concerning

whether this acquisition should be accounted for as a combination of entities under

common control. Further, in your forthcoming Form 10-Q, please disclose the accounting

impact of this acquisition and fully describe the business operations of the acquired

company. See ASC 805-10-50.

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

Jeff Cheng

NOCERA, INC. August 2, 2023 Page 3

matters. Contact Jennifer Gowetski at 202-551-3401 or Andrew Mew at 202-551-3377 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

Corporation Finance

Division of

Office of Industrial

Applications and

Comapany NameNOCERA, INC.

Services

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1. Tiger Tsai

FirstName LastName