NOTICE OF ANNUAL MEETING OF SHAREHOLDERS & PROXY CARD

Shareholder ID: **Control #:**
Date: December 21, 2026 **Time:** 12:00pm US Eastern Time

Location: Virtually online via. Zoom Teleconference. The link is as follows: https://mountainsharetransfer.com/ncra

If you want to receive a paper copy of the proxy materials, you may request one. There is no charge for requesting a copy. To facilitate timely delivery, please make the request as instructed below before November 13th, 2026.

How to Request Paper Copies of Proxy Materials:

Facsimile:	Internet	Email
Fax this Notice to (404)-816-8830	www.mountainsharetransfer.com/ncra Follow the on-screen instructions	vote@mountainsharetransfer.com Email a request

How to Vote (you may vote until 5:00 p.m. Eastern Time on December 20, 2026):

1. **By Internet:** Please visit: www.mountainsharetransfer.com/ncra
2. **By Email:** Please email a copy of your signed Proxy Card to vote@mountainsharetransfer.com
3. **By Mail:** If you received printed proxy materials, mailing your signed proxy card or voter instruction card. If you choose to submit your proxy by mail, simply mark, date and sign your proxy and return it to Mountain Share Transfer, LLC. c/o 2030 Powers Ferry Road SE, Suite # 212, Atlanta, GA. 30339. The signed proxy must be received prior to the Annual Meeting.

The undersigned hereby appoints Andy Jin as attorney and proxy for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to represent and vote, as designated below, all shares of stock of Nocera, Inc., a Nevada corporation, held of record by the undersigned on October 16, 2026, at the Annual Meeting of the Shareholders to be held on December 21st, 2026, or at any adjournment or postponement of such meeting, in accordance with and as described in the Notice of Annual Meeting of Shareholders and Proxy Statement. If no direction is given, this proxy will be voted FOR Proposals 1, 2, 3, 4, 5, 6, 7, and 8, and in the discretion of the proxy as to such other matters as may properly come before the meeting.

1. To elect five directors, Andy Ching-An Jin, Sean Filson, Hui-Ying Zhuang, Yiwen Zhang and Song-Yuan Teng, each to hold office until our Annual Meeting of Shareholders to be held in 2027 or their respective successor is duly elected and qualified;
2. To approve an amendment to the Company's Amended and Restated Articles of Incorporation to increase the number of authorized shares of Common Stock from 66,666,667 to 2,000,000,000
3. To ratify the appointment of SFAI Malaysia PLT as the independent auditor of the Company for the fiscal year ending December 31, 2026;
4. To approve the issuance of new Class A, Class B, Class C and Class D warrants (collectively, the "New Warrants") to replace prior warrants that expired and lapsed, on terms to be determined as described in this Proxy Statement;
5. To approve and adopt the 2026 Nocera, Inc. Equity Compensation Plan (the "2026 Plan"), authorizing 3,000,000 shares of our Common Stock for issuance thereunder, to replace the 2018 Stock Option and Award Incentive Plan;
6. To approve an amendment to our Amended and Restated Articles of Incorporation authorizing the Board of Directors, during the one-year period following shareholder approval, to effect one or more reverse stock splits of our Common Stock at ratios ranging from one-for-five (1:5) to one-for-one-hundred (1:100), provided that the cumulative ratio of all reverse stock splits effected under this authorization does not exceed one-for-one-hundred (1:100);
7. To approve, for purposes of complying with Nasdaq Listing Rule 5635(d), the potential issuance of shares of common stock pursuant to that certain Equity Purchase Facility Agreement, dated as of May 22, 2026, in excess of 19.99% of the issued and outstanding shares of common stock at a price that may be less than the Nasdaq Minimum Price, as defined in Nasdaq Listing Rule 5635(d); and
8. To transact such other business as may properly come before the meeting.