

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

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 1, 2024

Cenntro Electric Group Limited

(Exact Name of Registrant as Specified in Charters)

Australia 001-38544 N/A
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS. Employer Identification No.)

501 Okerson Road, Freehold, New Jersey 07728
(Address of Principal Executive Offices, and Zip Code)

(732) 820-6757

Registrant's Telephone Number, Including Area Code

N/A

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Ordinary Shares	CENN	The Nasdaq Capital Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

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.

Explanatory Note

This Current Report on Form 8-K/A is being filed by Cenntro Electric Group Limited ACN 619 054 938 (the "Company") as an amendment (the "Amendment") to the Current Report on Form 8-K filed by the Company with the U.S. Securities and Exchange Commission ("SEC") on January 31, 2024 to announce the preliminary voting results of the Company's scheme meeting of shareholders of the Company (the "Scheme Meeting"). This Amendment is being filed to disclose the final voting results of the Scheme Meeting.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On Wednesday, January 24, 2024 at 4.00pm (Eastern Standard Time) ("EST"), Thursday, January 25, 2024 at 5.00am (China Standard Time) ("CST") and Thursday, January 25, 2024, at 8.00am (AEDT), the Company held a Scheme Meeting to consider and, if thought fit, to agree for the Company to adopt a scheme resolution (the "Scheme Resolution") to implement a scheme of arrangement pursuant to which the Company will redomicile from Australia into a new corporation formed under the laws of the State of Nevada, Cenntro Inc. (the "HoldCo"), under which the HoldCo will acquire all of the issued and outstanding shares of the Company on a one-for-one basis (the "Scheme"). The required quorum was presented for the Scheme Meeting. The following scheme resolution was voted upon, and the final voting results with respect to such resolution are set forth below.

Scheme Resolution:

At the Scheme Meeting, shareholders of the Company were asked to consider and, if thought fit, vote for the Company to pass (with or without amendment) the following resolution:

"That, under and in accordance with section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between Cenntro Electric Group Ltd ("Cenntro") and holders of its ordinary shares, designated the "Scheme", as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without alterations or conditions required or approved by the Supreme Court of New South Wales to which Cenntro and Cenntro Inc. agree) and the Board of Cenntro is authorised to implement the Scheme with any such alterations or conditions."

Details of final voting results below include the number of votes, percentage of votes and number of shareholders voting via valid proxies received and votes cast are set out below.

Number of Votes For	Number of Votes Against	Number of Votes Abstain	Total Votes Cast
11,205,948	245,023	41,266	11,492,237
Percentage of Votes For	Percentage of Votes Against	Percentage of Votes Abstain	Total Percentage Voted
97.5%	2.13%	0.36%	100%
Number of Shareholders For	Number of Shareholders Against	Number of Shareholders Abstain	Total Number of Shareholders Voted
2,707	821	276	3,804

Based on the final voting results the Company, the Scheme Resolution, as set forth above, and in the Definitive Proxy Statement on Schedule 14-A comprised of the Notice of Meeting and Scheme Booklet dated Thursday, December 14, 2023, was passed by the requisite majorities of Company shareholders at the Scheme Meeting held on Wednesday, January 24, 2024 (United States Eastern Standard Time) pursuant to orders made by the Supreme Court of New South Wales, Australia (the "Court").

Item 8.01. Other Events

Next Steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 9:15am on Wednesday, February 14, 2024, and certain other customary conditions precedent as previously announced and described in the Scheme Booklet. If the outstanding Conditions Precedent as set forth in the Scheme Booklet are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Cenntro proposes to file an office copy of the orders of the Court with the Australian Securities and Investments Commission ("ASIC") (expected to occur on the next business day, Thursday, February 15, 2024), at which time the Scheme will become effective. The Scheme will then be implemented on Tuesday, February 27, 2024.

Key Dates

The key dates for implementation of the Scheme are set out below:

Expected date*	Event
Wednesday, February 14, 2024 at 9:15am	Second Court Hearing to obtain orders approving the Scheme
Thursday, February 15, 2024	Filing by Cenntro with ASIC of the Court orders approving the Scheme
Thursday, February 22, 2024 at 7:00pm	Record Date
Tuesday, February 27, 2024	Implementation Date
Thursday, February 29, 2024	Commencement of dispatch to scheme shareholders of statements confirming the issue of HoldCo shares

*All dates and times listed in the table above are in Australian Eastern Daylight Time and are indicative only and subject to change. The Company, in consultation with HoldCo, may vary any or all of these dates and times and will provide reasonable notice of any such variation. Certain times and dates are conditional on the conditions precedent to the Scheme, including approval of the Scheme by the Court, being satisfied or waived (as applicable). Any changes will be announced by the Company to Nasdaq and published on the Company's website at www.cenntroauto.com.

Press Release

On February 5, 2024, the Company issued a press release announcing shareholders of the Company voted in favor of the Scheme Resolution and a second court hearing with the Court will be held February 14, 2024 in order for the Court to consider the Company's proposed Scheme in relation to which the Company will redomicile from Australia to the United States. Under the Scheme, the Company will become a subsidiary of the HoldCo, a new United States company incorporated in accordance with the laws of the State of Nevada for the purpose of effecting the Company group's redomiciliation to the United States. The press release is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and which is incorporated herein by reference.

The information furnished pursuant to this Item 8.01, including Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section, nor shall it be deemed to be incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly set forth by specific reference in such filing.

timetable in respect of the Scheme, incorporating the rescheduled second court hearing, is set out below.

Item 9.01. Exhibits.

Exhibit

No.	Description
99.1 *	Press Release, dated February 5, 2024
104	Cover page of this Current Report on Form 8-K formatted in Inline XBRL

* Furnished 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.

Dated: February 5, 2024

Cenntro Electric Group Limited

By: /s/ Peter Wang

Name: Peter Wang

Title: Chief Executive Officer



**Cenntro Shareholders Vote in Favor of Proposed Scheme to
Redomicile from Australia to the United States**

FREEHOLD, N.J. – February 5, 2024 – Cenntro Electric Group Limited (NASDAQ: CENN) (“**Cenntro**”, or the “**Company**”), a leading electric vehicle technology company with advanced, market-validated electric commercial vehicles, today announced that Cenntro shareholders have voted in favor of the proposed scheme of arrangement in which Cenntro will redomicile from Australia to the United States (“**Scheme**”), and under which Cenntro will become a wholly owned subsidiary of Cenntro Inc. (“**HoldCo**”), a United States (“**U.S.**”) company incorporated in accordance with the laws of the State of Nevada for the purpose of effecting the Cenntro’s redomiciliation to the U.S.

All times and dates set forth in this press release refer to the time and date in Australian Eastern Daylight Time, unless specified otherwise.

Results of Scheme Meeting

Cenntro is pleased to report the resolution to approve the Scheme (“**Scheme Resolution**”), as set out in the Notice of Meeting included within the scheme booklet that is contained within the Definitive Proxy Statement on Schedule 14A filed with the United States Securities and Exchange (“**SEC**”) on December 15, 2023 (the “**Scheme Booklet**”), was passed by the requisite majorities of Cenntro shareholders present at the scheme meeting held on Wednesday, January 24, 2024 (United States Eastern Standard Time) (“**Scheme Meeting**”) pursuant to orders made by the Supreme Court of New South Wales, Australia (“**Court**”).

In summary:

- 71.16% of Cenntro shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favor of the Scheme Resolution; and
- 97.51% of the votes cast by Cenntro shareholders were in favor of the Scheme Resolution.

Details of the valid proxies received and votes cast at the Scheme Meeting are set out below.

Vote direction	Number of votes cast	% of votes cast	Number of Cenntro shareholders voting
IN FAVOR	11,205,948	97.5%	2,707
AGAINST	245,023	2.13%	821
ABSTAIN	41,266	0.36%	276
TOTAL	11,492,237	100%	3,804

Undefined terms in this press release have the meanings given to them in the Scheme Booklet.



Next Steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 9:15am on Wednesday, February 14, 2024, and certain other customary conditions precedent as previously announced and described in the Scheme Booklet. If the outstanding Conditions Precedent as set forth in the Scheme Booklet are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Cenntro proposes to file an office copy of the orders of the Court with the Australian Securities and Investments Commission ("**ASIC**") (expected to occur on the next business day, Thursday, February 15, 2024), at which time the Scheme will become effective. The Scheme will then be implemented on Tuesday, February 27, 2024.

Key Dates

The key dates for implementation of the Scheme are set out below:

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About Cenntro Electric Group Ltd.

Cenntro Electric Group Ltd. (**NASDAQ: CENN**) is a leading maker and provider of electric commercial vehicles ("**ECVs**"). Cenntro's purpose-built ECVs are designed to serve a variety of commercial applications inclusive of its line of class 1 to class 4 trucks. Cenntro is building a globalized supply-chain, as well as the manufacturing, distribution, and service capabilities for its innovative and reliable products. Cenntro continues to evolve its products capabilities through advanced battery, powertrain, and smart driving technologies. For more information, please visit Cenntro's website at: www.cenntroauto.com.

Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts. Such statements may be, but need not be, identified by words such as "may," "believe," "anticipate," "could," "should," "intend," "plan," "will," "aim(s)," "can," "would," "expect(s)," "estimate(s)," "project(s)," "forecast(s)," "positioned," "approximately," "potential," "goal," "strategy," "outlook" and similar expressions. Examples of forward-looking statements include, among other things, statements regarding assembly and distribution capabilities, decentralized production, and fully digitalized autonomous driving solutions. All such forward-looking statements are based on management's current beliefs, expectations and assumptions, and are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed or implied in this communication. For additional risks and uncertainties that could impact Cenntro's forward-looking statements, please see disclosures contained in Cenntro's public filings with the SEC, including the "Risk Factors" in Cenntro's Annual Report on Form 10K/A filed with the Securities and Exchange Commission on July 6, 2023 and which may be viewed at www.sec.gov.



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