



#### **Item 4.01 Changes in Registrant’s Certifying Accountant.**

##### **(a) Dismissal of Independent Registered Public Accounting Firm**

On April 14, 2023, the Audit Committee (the “Audit Committee”) of the Board of Directors of Cenntro Electric Group Limited ACN 619 054 938 (the “Company”) approved the dismissal of Marcum Asia CPAs LLP (“Marcum Asia”) as the Company’s independent registered public accounting firm effective April 17, 2023.

The reports of Marcum Asia on the Company’s consolidated financial statements for the fiscal years ended December 31, 2021 and 2020 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During our fiscal years ended December 31, 2021 and 2020, the subsequent period preceding the dismissal, there were no disagreements within the meaning of Item 304(a)(1)(iv) of Regulation S-K promulgated under the Securities Exchange Act of 1934 (“Regulation S-K”) and the related instructions thereto, with Marcum Asia on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Marcum Asia, would have caused it to make reference to the subject matter of the disagreements in connection with its reports. Also, during this same period, there were no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K and the related instructions thereto other than the following:

- 1) Material weaknesses in the Company’s internal control over financial reporting that was disclosed in the Company’s 20-F for the year ended December 31, 2021.

We provided Marcum Asia with the disclosures under this Item 4.01, and requested Marcum Asia to furnish us with a letter addressed to the United States Securities and Exchange Commission stating whether it agrees with the statements made by us in this Item 4.01 and, if not, stating the respects in which it does not agree. A copy of Marcum Asia’s letter to the SEC, dated April 24, 2023, is filed as Exhibit 16.1 to this Amendment.

##### **(b) Newly Engaged Independent Registered Public Accounting Firm**

On March 28, 2023, the Company and Good Faith CPA Limited (“Good Faith”) entered into an engagement agreement and April 14, 2023, the Board of Directors ratified the appointment of Good Faith as the Company’s independent public accounting firm for the fiscal year ended December 31, 2022.

During our fiscal years ended December 31, 2021 and 2020, the subsequent period preceding the dismissal (including the year ended December 31, 2022), neither the Company nor anyone on the Company’s behalf consulted Good Faith regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s consolidated financial statements, in connection with which either a written report or oral advice was provided to the Company that Good Faith concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a “disagreement,” as that term is defined in Item 304(a)(1)(iv) of Regulation S-K, or a “reportable event,” as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

#### **Item 9.01 Exhibits.**

##### **Exhibit**

| <b>No.</b>           | <b>Description</b>   |
|----------------------|--|
| <a href="#">16.1</a> | Letter from Marcum Asia CPAs LLP to the SEC dated March 24, 2023       |
| 104                  | Cover page of this Current Report on Form 8-K formatted in Inline XBRL |

**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: April 26, 2023

**Cenntro Electric Group Limited**

By: /s/ Peter Wang

Name: Peter Wang

Title: Chief Executive Officer

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# MARCUMASIA

## FORM 8-K ATTACHMENT - CHANGE OF ACCOUNTANTS' LETTER

April 24, 2023

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Commissioners:

Marcum Asia CPAs LLP (“Marcum Asia”, “Firm”, “we”) has read the statements made by Cenntro Electric Group Limited (the “Company”) under Item 4.01 of its Form 8-K filed on April 21, 2023. We agree with the statements concerning our Firm in such Form 8-K, except the following related to a reportable event:

Marcum Asia became aware of questions surrounding the Company's prior projected financial information during the time period covered by Item 304(a) (1)(iv), that if further investigated, may cause Marcum Asia to be unwilling to be associated with the Company's financial statements. Due to Marcum Asia's dismissal on April 17, 2023, we did not so expand the scope of our audit or conduct such further investigation.

We are not in a position to agree or disagree with other statements of the Company contained therein.

Very truly yours,

Marcum Asia CPAs LLP

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