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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Cenntro Electric Group Limited

(Name of Issuer)

Ordinary Shares, no par value
(Title of Class of Securities)

Q6519V120
(CUSIP Number)

Peter Z. Wang
Cenntro Enterprise Limited
501 Okerson Road
Freehold, New Jersey 07728
(732) 820-6757

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
January 4, 2022

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Cenntro Enterprise Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 65,399,935
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 65,399,935
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 65,399,935	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 25.0% ¹	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

¹ Calculation of the percentage of Ordinary Shares beneficially owned assumes 261,256,205 Ordinary Shares outstanding as of January 4, 2022, based on the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on January 5, 2022, and does not take into account the holdings of Ordinary Shares by Trendway Capital Limited.

1	NAMES OF REPORTING PERSONS Trendway Capital Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 6,144,407
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,144,407
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,144,407	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.4% ²	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

² Calculation of the percentage of Ordinary Shares beneficially owned assumes 261,256,205 Ordinary Shares outstanding as of January 4, 2022, based on the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on January 5, 2022, and does not take into account the holdings of Ordinary Shares by Cenntro Enterprise Limited.

1	NAMES OF REPORTING PERSONS Peter Zuguang Wang	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 71,544,342
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 71,544,342
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 71,544,342	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 27.4% ³	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

³ Calculation of the percentage of Ordinary Shares beneficially owned assumes 261,256,205 Ordinary Shares outstanding as of January 4, 2022, based on the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on January 5, 2022.

Item 1. Security and Issuer.

The class of equity security to which this statement on Schedule 13D relates is ordinary shares, no par value (the “Ordinary Shares”), of Cenntro Electric Group Limited ACN 619 054 938, an Australian public limited company (f/k/a Naked Brand Group Limited (“NBG”)) (the “Issuer”). The address of the principal executive offices of the Issuer is 501 Okerson Road, Freehold, New Jersey 07728.

Item 2. Identity and Background.

(a), (b), (c) and (f) This Statement is being filed jointly on behalf of the following persons (collectively, the “Reporting Persons”):

- (i) Cenntro Enterprise Limited, a Hong Kong company (“CEL”);
- (ii) Trendway Capital Limited, a Hong Kong company (“TCL”); and
- (iii) Peter Zuguang Wang, a United States citizen;

The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is attached to this Schedule 13D as Exhibit 99.1.

Each of CEL and TCL is wholly-owned by Peter Z. Wang. Peter Z. Wang has sole voting and dispositive power over the Ordinary Shares held by each of CEL and TCL. The principal business of each of TCL and CEL is investment. Peter Z. Wang is the Managing Director, Chairman of the Board of Directors and Chief Executive Officer of the Issuer and owner of CEL and TCL. Mr. Wang is also the Chairman and Chief Executive Officer of CAG (as defined below).

The principal business address of each of the Reporting Persons is 501 Okerson Road, Freehold, New Jersey 07728.

(d) and (e) During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

All of the Ordinary Shares of the Issuer reported herein as beneficially owned by the Reporting Persons were acquired in connection with that certain Stock Purchase Agreement, dated as of November 5, 2021 (as amended, the “Acquisition Agreement”), by and among the NBG, Cenntro Automotive Group Limited, a Cayman Islands exempted company with limited liability (“CAG”), Cenntro Automotive Group Limited, a Hong Kong private limited company and wholly owned subsidiary of CAG (“CAG HK”), Cenntro Automotive Corporation, a Delaware corporation and wholly owned subsidiary of CAG (“CAC”) and Cenntro Electric Group, Inc., a Delaware corporation and wholly owned subsidiary of CAG (“CEG” and, together with CAG HK and CAC, “Cenntro”). Pursuant to the Acquisition Agreement, NBG purchased from CAG (i) all of the issued and outstanding ordinary shares of CAG HK (the “CAG HK Shares”), (ii) all of the issued and outstanding shares of common stock, par value US\$0.001 per share, of CAC (the “CAC Shares”), and (iii) all of the issued and outstanding shares of common stock, par value US\$0.01 per share, of CEG (the “CEG Shares” and, together with the CAG HK Shares and the CAC Shares, the “Cenntro Shares”) (the “Combination”). The Combination closed on December 30, 2021 (the “Closing”). The aggregate purchase price for the Cenntro Shares was 174,853,546 Ordinary Shares (the “Acquisition Shares”) (as determined in accordance with the Acquisition Agreement) and the assumption of options to purchase an aggregate of 9,225,291 Ordinary Shares under the Cenntro Electric Group Limited Amended and Restated 2016 Incentive Stock Option Plan. On January 4, 2022, CAG distributed the Acquisition Shares to the holders of its capital stock in accordance with (i) the Acquisition Agreement and (ii) CAG’s Third Amended and Restated Memorandum and Articles of Association (the “Distribution”). Pursuant to the Distribution, CEL received 65,399,935 Ordinary Shares and TCL received 6,144,407 Ordinary Shares.

Immediately after the Closing, NBG changed its name from “Naked Brand Group Limited” to “Cenntro Electric Group Limited,” and the business conducted by Cenntro became the business conducted by the Issuer. Notwithstanding the legal form of the transaction, the Combination was accounted for as a reverse recapitalization in which Cenntro was determined to be the accounting acquirer.

This summary is qualified by the actual terms of the Acquisition Agreement, a copy of which is attached as Exhibit 99.3 to this Schedule 13D and is incorporated herein by reference.

Item 4. Purpose of Transaction.

The information contained above in Item 1 and Item 3 of this Schedule 13D is incorporated herein by reference. The Reporting Persons acquired the securities of the Issuer pursuant to the Acquisition Agreement and the Distribution related thereto.

Peter Z. Wang serves as Managing Director, Chairman of the Board and Chief Executive Officer of the Issuer and, in such capacity, may have influence over the corporate activities of the Issuer, including activities which may relate to items described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Subject to the Lock-up Agreement described in Item 6 of this Schedule 13D and any applicable policy of the Issuer, Mr. Wang may from time to time buy or sell securities of the Issuer as appropriate for his personal circumstances.

The description of the Relationship Agreement as set forth in Item 6 is incorporated herein by reference.

Except as described in this Schedule 13D, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D, although, subject to the agreements described herein, the Reporting Persons, at any time and from time to time, may review, reconsider and change their position and/or change their purpose and/or develop such plans and may seek to influence management of the Issuer or the Board with respect to the business and affairs of the Issuer and may from time to time consider pursuing or proposing such matters with advisors, the Issuer or other persons.

Item 5. Interest in Securities of the Issuer.

The information contained in Item 3 of this Schedule 13D is incorporated by reference herein.

(a), (b) The responses of the Reporting Persons with respect to Rows 7 through 13 of the respective cover pages of the individual Reporting Persons to this Schedule 13D are incorporated herein by reference.

The Reporting Persons' aggregate percentage of beneficial ownership is approximately 27.4% of the outstanding Ordinary Shares of the date of this report. Calculations of the percentage of the Ordinary Shares beneficially owned in this Schedule 13D assume 261,256,205 Ordinary Shares outstanding as of January 4, 2022, based on the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on January 5, 2022.

CEL beneficially owns 65,399,935 Ordinary Shares, representing 25.0% of the Issuer's outstanding Ordinary Shares. TCL beneficially owns 6,144,407 Ordinary Shares, representing 2.4% of the Issuer's outstanding Ordinary Shares. Each of TCL and CEL is wholly-owned by Mr. Wang and Mr. Wang has sole voting power and sole dispositive power with respect to the Ordinary Shares held by each of TCL and CEL. Accordingly, Mr. Wang may be deemed to beneficially own the 65,399,935 Ordinary Shares directly held by CEL and 6,144,407 Ordinary Shares directly held by TCL.

Each of CEL and TCL expressly disclaims beneficial ownership of all of the Ordinary Shares included in this Schedule 13D, other than the Ordinary Shares held of record by such Reporting Person, and the filing of this Schedule 13D shall not be construed as an admission that any such person is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Schedule 13D, other than those Ordinary Shares held of record by such Reporting Person.

(c) Except as set forth in this Schedule 13D, none of the Reporting Persons has engaged in any transaction with respect to the Ordinary Shares during the sixty days prior to the date of filing of this Schedule 13D.

(d) To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, or the members or affiliates of the Reporting Persons, is known to have the right to receive, or the power to direct the receipt of, dividends from, or proceeds from the sale of, the Ordinary Shares reported herein as beneficially owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.**Relationship Agreement**

In accordance with Section 6.13 of the Acquisition Agreement, on the Closing, the Issuer entered into a relationship agreement (the "Relationship Agreement") with the Reporting Persons, which are collectively referred to in the Relationship Agreement as the "Wang Parties." Following the Closing, the Wang Parties beneficially own 27.4% of the Ordinary Shares, assuming an aggregate of 261,256,205 Ordinary Shares outstanding as of January 4, 2022, based on the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the SEC on January 5, 2022.

In accordance with the Acquisition Agreement and the Relationship Agreement, immediately following the Closing, the Issuer's board of directors consists of five directors, including Mr. Wang, Chris Thorne, Joe Tong and Simon Charles Howard Tripp, who are the director nominees designated by the Wang Parties (the "Wang Parties Nominee Directors"), and Mr. Davis-Rice, who is NBG's former chief executive officer and the director nominee designated by NBG. The Relationship Agreement further provides that, for so long as the Wang Parties collectively beneficially own at least 10% of the issued and outstanding Ordinary Shares, in the event that any of the Wang Party Nominee Directors are removed as a Director by members pursuant to section 203D of the Australian *Corporations Act 2001* (Cth), Mr. Wang may give notice in writing to the Issuer of the person that the Wang Parties wish to nominate in place of that previous Wang Parties Nominee Director, together with their consent to act, and the Issuer must ensure that such individual is appointed as a Wang Parties Nominee Director of the same class of Director as the previous nominee within two business days of receipt of such notice and signed consent to act.

This summary is qualified by the actual terms of the Relationship Agreement, a copy of which is attached as Exhibit 99.4 to this Schedule 13D and is incorporated herein by reference.

Lock-Up Agreement

At the Closing, pursuant to requirements in the Acquisition Agreement, NBG entered into a lock-up agreement (the "Lock-Up Agreement") with each of CEL, TCL and China Leader Group Limited, a principal shareholder of CAG ("China Leader" and, together with CEL and TCL, the "Lock-Up Parties"), pursuant to which the Lock-Up Parties agreed not to transfer the Acquisition Shares beneficially owned or owned of record by them, which represents an aggregate of 92,463,001 shares, for a period of 180 days following the Closing. The book-entry positions evidencing the Acquisition Shares issued to the Lock-Up Parties include prominent disclosure or bear a prominent legend evidencing the fact that such shares are subject to such lock-up provisions.

This summary is qualified by the actual terms of the Form of Lock-Up Agreement, a copy of which is attached as Exhibit 99.5 to this Schedule 13D and is incorporated herein by reference.

Registration Rights Agreement

At the Closing, NBG entered into a registration rights agreement (the "Registration Rights Agreement") with certain shareholders of CAG (including the Reporting Persons), Justin Davis-Rice, the former Chief Executive Officer of NBG and current director of the Issuer and other signatories thereto, pursuant to which the holders were granted the right to have registered for resale under the Securities Act Ordinary Shares, including the Acquisition Shares and, in the case of Mr. Davis-Rice, Ordinary Shares awarded as compensation (such shares, the "Registrable Securities"), subject to certain conditions set forth therein. Pursuant to the Registration Rights Agreement, the Issuer filed a registration statement registering the resale of the Registrable Securities on January 6, 2022.

This summary is qualified by the actual terms of the Registration Rights Agreement, a copy of which is attached as Exhibit 99.6 to this Schedule 13D and is incorporated herein by reference.

Item 7. Materials to be Filed as Exhibits.

Exhibit No.	Description
Exhibit 99.1	Joint Filing Agreement by and among the Reporting Persons.
Exhibit 99.2	Power of Attorney.
Exhibit 99.3	Stock Purchase Agreement, dated November 5, 2021, by and among Naked Brand Group Limited ACN 619 054 938, Cenntro Automotive Group Limited (Cayman), Cenntro Automotive Group Limited (Hong Kong), Cenntro Automotive Corporation and Cenntro Electric Group, Inc. (incorporated by reference to Exhibit 10.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K, File No. 001-38544, filed with the SEC on November 8, 2021).
Exhibit 99.4	Relationship Agreement, dated December 30, 2021, by and among Naked Brand Group Limited, Peter Z. Wang, Cenntro Enterprise Limited and Trendway Capital Limited (incorporated by reference to Exhibit 10.3 to the Issuer's Report of Foreign Private Issuer on Form 6-K, File No. 001-38544, filed with the SEC on January 5, 2022).
Exhibit 99.5	Form of Lock-Up Agreement (incorporated by reference to Exhibit 10.4 to the Issuer's Report of Foreign Private Issuer on Form 6-K, File No. 001-38544, filed with the SEC on November 8, 2021).
Exhibit 99.6	Registration Rights Agreement, dated December 30, 2021, by and among Naked Brand Group Limited and the investors party thereto (incorporated by reference to Exhibit 10.2 to the Issuer's Report of Foreign Private Issuer on Form 6-K, File No. 001-38544, filed with the SEC on January 5, 2022).

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated January 12, 2022

Cenntro Enterprise Limited

By: /s/ Peter Z. Wang

Name: Peter Z. Wang

Title: Sole Director

Trendway Capital Limited

By: /s/ Peter Z. Wang

Name: Peter Z. Wang

Title: Sole Director

Peter Z. Wang

/s/ Peter Z. Wang

EXHIBIT 99.1

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Ordinary Shares, no par value, of Cenntro Electric Group Limited ACN 619 054 938, an Australian public limited company, is being filed and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 12, 2022

Cenntro Enterprise Limited

By: /s/ Peter Z. Wang

Name: Peter Z. Wang

Title: Sole Director

Trendway Capital Limited

By: /s/ Peter Z. Wang

Name: Peter Z. Wang

Title: Sole Director

Peter Z. Wang

/s/ Peter Z. Wang

EXHIBIT 99.2

POWER OF ATTORNEY

Know by all these presents that the Reporting Persons (as defined below) do hereby make, constitute and appoint Ian L. Cohen and Melissa Bales, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

For purposes hereof, the "Reporting Persons" shall consist of: (i) Cenntro Enterprise Limited, (ii) Trendway Capital Limited and (iii) Peter Z. Wang.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of January, 2022.

Cenntro Enterprise Limited

By: /s/ Peter Z. Wang

Name: Peter Z. Wang

Title: Sole Director

Trendway Capital Limited

By: /s/ Peter Z. Wang

Name: Peter Z. Wang

Title: Sole Director

Peter Z. Wang

/s/ Peter Z. Wang