

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 14, 2023

**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.

**Item 8.01 Other Events.**

On December 14, 2023, Cenntro Electric Group Limited ACN 619 054 938 (the “Company”) issued a press release announcing the Company had received a court order from the Supreme Court of New South Wales, Australia to convene a Scheme Meeting in order for the shareholders of the Company to consider whether the Company’s planned re-domiciliation from Australia to the United States, which is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and which is incorporated herein by reference.

On December 19, 2023, the Company issued a press release announcing the Company’s class 4 Logistar 400 had received approval from the California Air Resources Board to participate in California’s Hybrid and Zero-Emission Truck and Bus Voucher Incentive Project in the state of California, which is filed herewith as Exhibit 99.2 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 Exhibits 99.1 and 99.2 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.

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**Item 9.01 Exhibits.**

**Exhibit**

| <b>No.</b>            | <b>Description</b>   |
|-----------------------|--|
| <a href="#">99.1*</a> | Press Release, dated December 14, 2023                                 |
| <a href="#">99.2*</a> | Press Release, dated December 19, 2023                                 |
| 104                   | Cover page of this Current Report on Form 8-K formatted in Inline XBRL |

\* Furnished herewith

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**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: December 19, 2023

**Cenntro Electric Group Limited**

By: /s/ Peter Wang

Name: Peter Wang

Title: Chief Executive Officer

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## **Cenntro Electric Group Limited Receives Australian Court Order to Convene Scheme Meeting**

*Scheme Booklet Registered with Australian Securities and Investments Commission (ASIC)*

*Scheme Meeting to be Held January 24, 2024 at 4:00pm EST*

**FREEHOLD, N.J. – December 14, 2023** – Cenntro Electric Group Limited (NASDAQ: CENN) (“Cenntro” or “the Company”), a leading EV technology company with advanced, market-validated electric commercial vehicles, today announced that on 14 December 2023 (Australian Eastern time (“AET”)) the Supreme Court of New South Wales, Australia (“Court”) made the following orders in relation to the proposed scheme of arrangement to be undertaken in accordance with the requirements of the Australian *Corporations Act 2001* (Cth) in relation to which Cenntro will re-domicile from Australia to the United States (“Scheme”), and under which Cenntro will become a wholly owned subsidiary of Cenntro Inc. (“HoldCo”), a new U.S. company incorporated in accordance with the laws of Nevada for the purpose of effecting the Cenntro group's re-domiciliation to the U.S:

- (a) that Cenntro convenes and holds a meeting of its ordinary shareholders to consider and vote on the Scheme (“Scheme Meeting”); and
- (b) that the explanatory statement providing information about the Scheme, including the notice convening the Scheme Meeting (“Scheme Booklet”), be approved for distribution to ordinary shareholders of Cenntro (“Cenntro Shareholders”).

### **Details of Scheme Meeting**

The Scheme Meeting will be held at 4.00pm (Eastern Standard Time (“EST”)) on Wednesday, January 24, 2024 (being 5.00am (China Standard Time) (“CST”) on Thursday, January 25, 2024 and 8.00am (AET) on Thursday, January 25, 2024) at the offices of Cenntro at 323A Fairfield Road, Unit 10, Freehold, New Jersey, 07728 and online at [www.virtualshareholdermeeting.com/CENN2023SM](http://www.virtualshareholdermeeting.com/CENN2023SM).

Cenntro Shareholders will be entitled to attend and vote at the Scheme Meeting if they are registered as a Cenntro Shareholder as at 3.00am (EST) on Tuesday, January 23, 2024 (being 4.00pm (CST) on Tuesday, January 23, 2024 and 7.00pm (AET) on Tuesday, January 23, 2024), subject to any applicable voting exclusion set out in the notice of scheme meeting which accompanies the Scheme Booklet.

All Cenntro Shareholders are encouraged to vote at the Scheme Meeting in person, online or by attorney or corporate representative, or alternatively by completing and ensuring the proxy form accompanying the Scheme Booklet is received before 4.00pm (EST) on Monday, January 22, 2024 at 4:00pm (EST) (being 5.00am (CST) on Tuesday, January 23, 2024 and 8.00am (AET) on Tuesday, January 23, 2024), being 48 hours before the Scheme Meeting.

### **Scheme Booklet**

Cenntro confirms that the Scheme Booklet was registered with the Australian Securities and Investments Commission on 14 December 2023 (AET). A copy of the Scheme Booklet is attached as Annexure A to this announcement and will be made available online at [www.cenntroauto.com](http://www.cenntroauto.com). A copy of the proxy form that will be sent to Cenntro shareholders is attached as Annexure B to the 8-K filing.

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The Scheme Booklet will be sent to Cenntro Shareholders who have requested a hard copy on or before Friday, 15 December 2023 (EST).

Shareholders who have elected to receive shareholder communications electronically will receive an email containing a link to an online portal where they can access the Scheme Booklet and a personalized proxy form. Shareholders who have elected to receive shareholder communications by post will receive a printed copy of the Scheme Booklet and a personalized proxy form. Shareholders who have not made an election regarding how they wish to receive shareholder communications will receive by post a notice card containing a link to an online portal where they can access the Scheme Booklet and a printed personalized proxy form.

Cenntro Shareholders should read the Scheme Booklet in its entirety before making a decision on whether or not to vote in favor of the Scheme.

### **Independent Expert's Report**

The Scheme Booklet includes a copy of the independent expert's report prepared by engaged Lonergan Edwards & Associates Limited ("Independent Expert"). The Independent Expert has concluded that the Scheme is in the best interests of Cenntro Shareholders, in the absence of a superior proposal. The Independent Expert's conclusion should be read in context with the full Independent Expert's report and the Scheme Booklet.

### **Cenntro board recommendation**

The board of directors of Cenntro unanimously recommends that Cenntro Shareholders vote in favor of the Scheme, and each director of the Company intends to vote all of their Shares in favor of the Scheme, in each case, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cenntro Shareholders.

### **Notice regarding Second Court Hearing to approve the Scheme**

On the basis that the resolution to approve the Scheme is passed by Cenntro Shareholders at the Scheme Meeting, the date of the hearing of the application to the Court to approve the Scheme is scheduled for 9.15am (AET) on Thursday, February 1, 2024 ("Second Court Hearing").

The Second Court Hearing will be held in the Supreme Court of New South Wales, Australia at Queens Square, 184 Phillip Street, Sydney, New South Wales, Australia 2000. For further information about how to attend the hearing please refer to the Court's website at <https://www.supremecourt.nsw.gov.au/>.

A Cenntro Shareholder has the right to appear and be heard at the Second Court Hearing and may oppose the approval of the Scheme at the Second Court Hearing. If you wish to oppose approval of the Scheme by the Court at the Second Court Hearing, you must file with the Court, and serve on the Company, a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on the Company at its address for service at least one day before the date of the Second Court Hearing.

The address for service is: c/o MinterEllison, Level 40, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000, Attention: Anthony Sommer, MinterEllison, Tel: (02) 9921 4182. The notice of appearance and affidavit must also be sent by email to [anthony.sommer@minterellison.com](mailto:anthony.sommer@minterellison.com).

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**Further information**

If you have any questions in relation to this Scheme Booklet or the Scheme, you should call the Shareholder information line on 1300 918 436 (within Australia), +1 866 682 6148 (within the U.S. Toll Free), +1 781 896 1223 (outside the U.S.) or +61 3 9415 4322 (outside Australia) Monday to Friday between 8:30am to 5:00pm (AEDT) and 9:00am to 5:00pm (EST).

**About Cenntro Electric Group Ltd.**

Cenntro Electric Group Ltd. (or "Cenntro") (NASDAQ: CENN) is a leading designer and manufacturer of electric commercial vehicles. Cenntro's purpose-built ECVs are designed to serve a variety of organizations in support of city services, last-mile delivery, and other commercial applications. Cenntro plans to lead the transformation in the automotive industry through scalable, decentralized production, and smart driving solutions empowered by the Cenntro iChassis. For more information, please visit Cenntro's website at: [www.cenntroauto.com](http://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](http://www.sec.gov).

**Contacts:****Investor Relations Contact:**

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## **Cenntro Electric Group's LS400 Approved for California's Hybrid and Zero-Emission Truck and Bus Voucher Incentive Project**

*Project Provides \$60,000 Point-of-Sale Vouchers for All-Electric Class 4 Logistar 400 Sales in the state of California*

**FREEHOLD, N.J. – December 19, 2023** – 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 its all-electric class 4 Logistar 400 ("LS400") received approval from the California Air Resources Board ("CARB") to participate in California's Hybrid and Zero-Emission Truck and Bus Voucher Incentive Project ("HVIP") in the state of California, providing a \$60,000 point-of-sale voucher for the Company's customers.

Preceding the HVIP approval, Cenntro's LS400 received certification from CARB as a zero-emission vehicle in the state of California in June of this year. The zero-emission vehicle certification is awarded to vehicle manufacturers that meet specific emissions standards in compliance with CARB regulations. The LS400's certification as a zero-emission vehicle cleared the way for the LS400 to be approved for participation in the HVIP. In December 2022, the LS400 also received a certificate of conformity from the United States Environmental Protection Agency.

The approval to participate in the HVIP program is awarded to vehicle manufacturers, like Cenntro, that meet specific on-road zero-emission powertrain standards in compliance with CARB regulations. California's HVIP incentive program is intended to advance adoption and commercialization of fleet vehicles, helping to reduce the total cost of ownership of hybrid and zero-emission commercial vehicles in the state of California.

"HVIP approval not only accelerates our commercialization of the LS400 but makes the model more affordable and attractive to our customers by offering point-of-sale vouchers in California," said Peter Wang, Chairman and CEO of Cenntro. "Through our California dealer network, Cenntro is now providing our fleet customers with the ability to electrify their fleet, reduce their carbon footprint, and significantly lower their cost of operations. With HVIP approval, LS400 customers will now immediately benefit from product vouchers valued at \$60,000 at the point-of-sale. We expect this incentive to drive sales in California as we propel commercial fleet electrification across the US and worldwide."

### **About Cenntro Electric Group Ltd.**

Cenntro Electric Group Ltd. (or "Cenntro") (NASDAQ: CENN) is a leading designer and manufacturer of electric commercial vehicles. Cenntro's purpose-built ECVs are designed to serve a variety of organizations in support of city services, last-mile delivery, and other commercial applications. Cenntro plans to lead the transformation in the automotive industry through scalable, decentralized production, and smart driving solutions empowered by the Cenntro iChassis. For more information, please visit Cenntro's website at: [www.cenntroauto.com](http://www.cenntroauto.com).

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