The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL OMB 3235-Number: 0076 Estimated average burden hours per response: 4.00

1. Issuer's Identity

	Previous		
CIK (Filer ID Number)	Names None		Entity Type
<u>0001707919</u>	NAKED BRAND GROUI	P Ltd	X Corporation
Name of Issuer	BENDON GROUP HOLD	DINGS LTD	Limited Partnership
CENNTRO ELECTRIC GROUP Ltd	Naked Brand Group Limit	ed	Limited Liability Company
Jurisdiction of			General Partnership
Incorporation/Organization			Business Trust
AUSTRALIA			Other (Specify)
Year of Incorporation/Organi	zation		
Over Five Years Ago			
X Within Last Five Years (Specify Year) 2017		
Yet to Be Formed			
2. Principal Place of Business and Contac	ct Information		
Name of Issuer			
CENNTRO ELECTRIC GROUP Ltd			
Street Address 1		Street A	Address 2
501 Okerson Road			
City State/Pro	ovince/Country ZIP/H	PostalCode	Phone Number of Issuer
Freehold NEW JERS	SEY 07728		(732) 820-6757
3. Related Persons			
Last Name	First Name		Middle Name
5	eter	Ζ.	
Street Address 1	Street Address 2		
501 Okerson Road			
City	State/Province/Country		ZIP/PostalCode
Freehold N	EW JERSEY	07728	
Relationship: X Executive Officer X D	irector Promoter		
Clarification of Response (if Necessary):			
Last Name	First Name		Middle Name
Tong Jo	De		
Street Address 1	Street Address 2		
501 Okerson Road			
City	State/Province/Country	1	ZIP/PostalCode
Freehold N	EW JERSEY	07728	
Relationship: Executive Officer X Di	rector Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Thorne Street Address 1	Chris Street Address 2	
501 Okerson Road	Street Address 2	
City	State/Province/Country	ZIP/PostalCode
Freehold	NEW JERSEY	07728
Relationship: Executive Officer 2	A Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Ge Street Address 1	Benjamin Street Address 2	Bin
501 Okerson Road	Street Address 2	
City	State/Province/Country	ZIP/PostalCode
Freehold	NEW JERSEY	07728
Relationship: Executive Officer 2	X Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Davis-Rice	Justin	
Street Address 1	Street Address 2	
501 Okerson Road	State / Duranin as / Carrater	
City Freehold	State/Province/Country NEW JERSEY	ZIP/PostalCode 07728
Relationship: Executive Officer 2		07720
Clarification of Response (if Necess		
Last Name	First Name	Middle Name
Cheng	Edmond	
Street Address 1	Street Address 2	
501 Okerson Road		
City	State/Province/Country	ZIP/PostalCode
Freehold Relationship: X Executive Officer	NEW JERSEY	07728
Kelatonship. A Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
Chief Financial Officer		
Last Name	First Name	Middle Name
McInerney	Marianne	
Street Address 1 501 Okerson Road	Street Address 2	
City	State/Province/Country	ZIP/PostalCode
Freehold	NEW JERSEY	07728
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
Chief Marketing Officer		
Last Name	First Name	Middle Name
Zhong Street Address 1	Wei Street Address 2	

501 Okerson Road			
City	State/Province/Country		ZIP/PostalCode
Freehold	NEW JERSEY	07728	
Relationship: X Executive Officer	Director Promoter		
Clarification of Response (if Necessa	ıry):		
Chief Technology Officer			
Last Name	First Name		Middle Name
Tsai	Tony		
Street Address 1	Street Address 2		
501 Okerson Road			
City	State/Province/Country		ZIP/PostalCode
Freehold	NEW JERSEY	07728	
Relationship: X Executive Officer	Director Promoter		
Clarification of Response (if Necessa	ıry):		
Vice President, Corporate Affairs and	l Company Secretary		

4. Industry Group

Environmental Services

Oil & Gas

5. Issuer Size

Other Energy

Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Other Banking & Financial Services Business Services	Health Care Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals Other Health Care Other Health Care X Manufacturing Real Estate Commercial Construction REITS & Finance Residential	Retailing Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tourism & Travel Services Other Travel
Coal Mining	Other Real Estate	
Electric Utilities Energy Conservation		

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000

X Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)			
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)		
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)		
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)		
Rule 504 (b)(1)(iii) X Rule 506(b)	Section 3(c)(4)	Section 3(c)(12)		
Rule 506(c)	Section 3(c)(5)	Section 3(c)(13)		
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)		
	Section 3(c)(7)			
7. Type of Filing				

- X New Notice Date of First Sale 2022-07-20 First Sale Yet to Occur Amendment
- 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

- 9. Type(s) of Securities Offered (select all that apply)
- X EquityPooled Investment Fund InterestsX DebtTenant-in-Common SecuritiesOption, Warrant or Other Right to Acquire Another SecurityMineral Property SecuritiesX Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire SecurityOther (describe)
- 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number None 36105 Univest Securities, LLC (Associated) Broker or Dealer CRD (Associated) Broker or Dealer None None Number 6246079 Yi Guo Street Address 1 Street Address 2 75 Rockefeller Plaza, Suite 18C Citv State/Province/Country NEW YORK New York

All

States

State(s) of Solicitation (select all that apply) Check "All States" or check individual States

X Foreign/non-US

ZIP/Postal Code 10019

FLORIDA

PUERTO RICO

13. Offering and Sales Amounts

Total Offering Amount		USD	or X Indefinite
Total Amount Sold	\$58,300,000	USD	
Total Remaining to be Sold		USD	or X Indefinite

Clarification of Response (if Necessary):

Offering is for the sale of senior convertible notes in the aggregate principal amount of \$61,215,000, and warrants to purchase up to 24,733,336 ordinary shares

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

5	

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$4,081,000 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
CENNTRO ELECTRIC GROUP Ltd	/s/ Peter Z.Wang	Peter Z. Wang	Chief Executive Officer	2022-08-03

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.