

Item 8.01 Other Events.**Press Release**

On February 16, 2024, Cenntro Electric Group Limited ACN 619 054 938 (the “Company”) issued a press release announcing the Supreme Court of New South Wales, Australia (the “Court”) made orders to approve the Company’s proposed scheme of arrangement in relation to which the Company will redomicile from Australia to the United States (the “Scheme”). Under the Scheme, the Company will become a subsidiary of Cenntro Inc. (the “HoldCo”), a 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.

An indicative timetable in respect of the implementation of the Scheme is set out below.

Next Steps

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

Expected date*	Event
Thursday, February 22, 2024 at 7:00pm	Record Date ¹
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. Cenntro, 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 Cenntro to Nasdaq and published on Cenntro’s website at www.cenntroauto.com.

(1) Eligible Cenntro shareholders who hold Cenntro ordinary shares of the Company as at 7:00pm (AEDT) on Thursday, February 22, 2024 (the "Record Date") will receive one share of common stock in Cenntro Inc. in exchange for every one ordinary share of the Company which such eligible Cenntro shareholder held as of the Record Date.

Item 9.01 Exhibits.**Exhibit**

No.	Description
99.1 *	Press Release, dated February 16, 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 16, 2024

Cenntro Electric Group Limited

By: /s/ Peter Wang

Name: Peter Wang

Title: Chief Executive Officer



Cenntro Electric Group Limited Announces Approval of the Scheme of Arrangement by the Supreme Court of New South Wales

FREEHOLD, N.J. – February 16, 2024 – Cenntro Electric Group Limited (NASDAQ: CENN) (“**Cenntro**” or “**the Company**”), a leading electric vehicle technology company with advanced, market-validated electric commercial vehicles, refers to the proposed scheme of arrangement in relation to which Cenntro will re-domicile from Australia to the United States (“**U.S.**”, the “**Scheme**”), and under which Cenntro will become a subsidiary of Cenntro Inc., a corporation incorporated in accordance with the laws of the state of Nevada for the purpose of effecting the Scheme.

Cenntro is pleased to announce that the Supreme Court of New South Wales, Australia (the “**Court**”) made orders approving the proposed Scheme on Friday, February 16, 2024 (Australian Eastern Daylight Time, “**AEDT**”).

Cenntro further confirms that it has today lodged an office copy of the orders made by the Court approving the Scheme with the Australian Securities and Investments Commission (“**ASIC**”) pursuant to sub-section 411(10) of the *Corporations Act 2001* (Cth), as a result of which the Scheme is now legally effective.

An office copy of the Court orders lodged with ASIC is attached at [Annexure A](#) to this press release.

Eligible Cenntro shareholders who hold Cenntro ordinary shares of the Company as at 7:00pm (AEDT) on Thursday, February 22, 2024 (the “**Record Date**”) will receive one share of common stock in Cenntro Inc. in exchange for every one ordinary share of the Company which such eligible Cenntro shareholder held as of the Record Date.

Next steps

An indicative timetable of the key milestones remaining under the Scheme is set out below:

Expected date*	Event
Thursday, February 22, 2024 at 7:00pm	Record Date – being the time and date for determining entitlements to Scheme consideration
Tuesday, February 27, 2024	Implementation date – being the date on which the Scheme will be implemented and Cenntro shareholders will receive the Scheme consideration which they are entitled to
Thursday, February 29, 2024	Commencement of dispatch to Eligible Cenntro shareholders of statements confirming the issue of common stock in Cenntro Inc.

*All dates and times listed in the table above are in AEDT and are indicative only and subject to change. Cenntro, in consultation with Cenntro Inc., may vary any or all of these dates and times and will provide reasonable notice of any such variation. Any changes will be announced by Cenntro to Nasdaq and published on Cenntro’s website at www.cenntroauto.com.

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: <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.

Contacts:

Investor Relations Contact:

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MZ North America

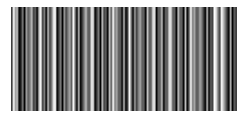
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Issued: 16 February 2024 11:52 AM

JUDGMENT/ORDER

COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2023/00292940

TITLE OF PROCEEDINGS

First Plaintiff	CENNTRO ELECTRIC GROUP LTD ACN 619054938
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First

DATE OF JUDGMENT/ORDER

Date made or given	16 February 2024
Date entered	16 February 2024

TERMS OF JUDGMENT/ORDER

Filed in Court for Plaintiff: Anthony George Sommer dated 16 February 2024 VERDICT,

ORDER OR DIRECTION:

Hearing of Originating Process filed 14 September 2023. Second Court hearing.

- Black J grants leave to file in Court affidavit of Anthony George Sommer dated 16 February 2024. Black J makes orders 1 – 4 and notes paragraph 1 of the notes.

THE COURT ORDERS THAT:

1. Pursuant to s 411(4)(b) of the Corporations Act 2001 (Cth) (Act), the scheme of arrangement between the Plaintiff and its shareholders, the terms of which are set out in the document at Attachment C of the document comprising Exhibit P1 in the proceeding (Scheme), is approved.
 2. The Plaintiff lodge with the Australian Securities and Investments Commission a copy of the approved Scheme at the time of lodging a copy of these Orders.
 3. Pursuant to s 411(12) of the Act, the Plaintiff is exempted from compliance with s 411(11) of the Act in relation to the Scheme.
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Legal representative

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FURTHER DETAILS ABOUT (s)
