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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934

For the month of: September 2022

Commission File Number: 001-38544

CENNTRO ELECTRIC GROUP LIMITED

(Translation of registrant's name into English)

501 Okerson Road, Freehold, New Jersey 07728

(Address of principal executive offices)

(732) 820-6757

Registrant's telephone number, including area code

N/A

(Former name or former address, if changed since last report)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Form 20-F
Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Departure of Director

On September 16, 2022, Justin Davis-Rice tendered his resignation as a member of the board of the director (the “Board”) of Cenntro Electric Group Limited ACN 619 054 938, an Australian public company limited by shares (the “Company”), effective immediately. Mr. Davis-Rice’s resignation as a director is not the result of any disagreement with the Company’s operations, policies, or procedures.

The resignation of Justin Davis-Rice has been approved by the Nominating Committee and the Board of Directors of the Company.

Appointment of Director

On September 16, 2022, at the recommendation of the Nominating Committee and Compensation Committee of the Board approved and confirmed the appointment of Dr. Yi Zeng with annual compensation of US\$45,000 as the succeeding director to fill in the vacancy created by Mr. Davis-Rice’s resignation, effective immediately, until the Company’s next annual meeting of shareholders and until his successor is duly elected and qualified, or until his earlier death, resignation, or removal. The Board has determined that Dr. Zeng is an “independent” director within the meaning of Nasdaq Listing Rule 5605(a)(2).

The biographical information of the newly appointed director is set forth below:

Dr. Yi Zeng, 67, Independent Director

Dr. Zeng has over 30 years’ experience in the energy industry, management, marketing and research. From 2016 to 2017, Dr. Zeng served as a non-executive Director of an energy company Range Resources Pty. Ltd, a former public company that was listed on both the London and Australian Stock Exchanges. He retired thereafter to enjoy family life. From 2011 to 2016, Dr. Zeng served as an independent consultant for Kori Ltd. From 2011 to 2012, he was the managing director of Lomon Pty. Ltd. a former public company that was listed on the Australian Stock Exchange. From 2007-2009, Dr. Zeng was the Asia Pacific Regional Marketing Manager of Titanium, BHP Billiton Shanghai, a global energy and mining company. Prior to that Dr. Zeng served as a Principle and Senior Scientist at BHP Exploration & Mining Technology in Melbourne, Australia from 2000 to 2007. Dr. Yi Zeng holds a Ph.D. in Geophysics from Victoria University of Wellington, New Zealand; an MSc in Applied Geophysics Exploration from Chengdu College of Geology, China; and a BSc in Geophysical Exploration from Chengdu University of Technology, China. The Company believes Dr. Zeng’s extensive experience in management, technical, and research with global and Australian-based companies makes him well suited to serve as a member of the Board.

There are no family relationships between Dr. Zeng and any other employees or members of the Board of Directors of the Company. He has not been involved in any transaction with the Company during the past two years that would require disclosure under Item 404(a) of Regulation S-K.

Dr. Zeng accepted an offer letter from the Company and agreed to receive an annual compensation of \$45,000. The offer letter is qualified in its entirety by reference to the complete text of the agreement, which is filed hereto as Exhibits 10.1.

Item 9.01. Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Director Offer Letter to Dr. Yi Zeng
99.1	Press Release

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: September 16, 2022

Cenntro Electric Group Limited

By: /s/ Peter Wang

Name: Peter Wang

Title: Chief Executive Officer



Cenntro Electric Group Limited
501 Okerson Road
Freehold, NJ 07728

September 1, 2022 Dr. Yi Zeng

Dear Dr. Zeng:

On behalf of the Board of Directors of Cenntro Electric Group Limited (the “Company”), it is with great pleasure that we offer you a seat on our Board of Directors. The terms of the offer are set forth in this letter, and will become effective upon approval of your election by the Board.

As a member of the Board of Directors, you will be compensated as follows for your services:

1. \$45,000 annual retainer paid quarterly. This retainer covers all in-person and telephonic board meetings. These fees are paid in arrears in quarterly installments on or about the last business day of each calendar quarter during the year.
2. As a member of the Board of Directors, you will be reimbursed for all reasonable travel and out-of-pocket expenses that you incur in connection with your attendance at meetings of the Board, in accordance with the Company’s travel policy for each in-person or committee meeting that you attend.
3. Also enclosed for your signature is a copy of an Indemnification Agreement providing for your indemnification by the Company in connection with your services as a Board member. Please complete your address information on the signature page and sign the agreement. We will complete the date on the first page with your date of election, once the Board has approved your election, and will return to you a copy of your fully completed agreement.

Upon your election, the Company will provide additional information relating to your service as a member of the Board, such as our Code of Business Conduct and Ethics, Corporate Governance Guidelines and Insider Trading Policy.

In accepting this offer, you are representing to us that (i) you do not know of any conflict which would restrict your service on the Board and (ii) you will not provide the Company with any documents, records, or other confidential information belonging to other parties. This letter agreement shall terminate upon your departure from the Board of Directors. Nothing in this offer should be construed to interfere with or otherwise restrict in any way the rights of the Company and the Company’s stockholders to remove any individual from the Board of Directors at any time in accordance with the provisions of applicable law and the Company’s organizational documents.

Cenntro Electric Group Limited
ACN 619 054 938
Nasdaq: CENN

Principal executive office:
501 Okerson Road
Freehold, New Jersey 07728, United States

Registered office:
Level 40, Governor Macquarie Tower, 1 Farrer Place
Sydney NSW 2000, Australia

To accept this appointment and confirm your agreement with the terms of this offer, please sign and return a copy of this letter and the Indemnification Agreement to me at 501 Okerson Road, Freehold, NJ 07728. The signed and completed enclosures should also be returned shortly thereafter. In the meantime, should you have any questions, I can be reached at 732-407-7508.

Sincerely,

/s/ Peter Z. Wang
Peter Z. Wang
Chairman of the Board and Chief Executive Officer

Accepted and Agreed:

By: /s/ Dr. Yi Zeng
Name: Dr. Yi Zeng

Enclosure:

- Indemnification Agreement



Cenntro Announces Key Changes to the Board of Directors

FREEHOLD, N.J.—September 16, 2022 -- Cenntro Electric Group Limited (NASDAQ: CENN) (“Cenntro” or “the Company”), a leading EV technology company with advanced, market-validated electric commercial vehicles, today announced the appointment of Dr. Yi Zeng to the Board of Directors, and the resignation of Justin Davis Rice from the Board of Directors of the Company.

Dr. Yi Zeng has served in several leadership positions and brings over 30 years of industry, research and education experience to Cenntro. He previously served as a Non-Executive Director of Range Resources Pty. Ltd (listed both in London and Australia stock exchanges), Managing Director of Lomon (Australia) Pty Ltd, Asia Pacific Regional Marketing Manager of Titaniu, and Principal Scientist at BHP Exploration & Mining Technology, Melbourne, Australia. Dr. Zeng received a PhD in Applied Geophysics at Victoria University of Wellington, New Zealand which was the capstone of a prestigious academic study in geophysics, a Postgraduate diploma at Geothermal Institute of Auckland University, New Zealand, and a MSc in Applied Geophysical Exploration from Chengdu College of Geology, China.

“Mr. Davis Rice played an instrumental role on our Board of Directors whilst serving as Chairman and Board member of Naked Brand Group, and we appreciate his continued service with Cenntro after last year's successful stock purchase transaction,” said Peter Wang, CEO of Cenntro Electric Group. “His service will be greatly missed and I am deeply grateful for his significant contributions.”

“We are now privileged to welcome Dr. Zeng to the Board of Directors, an accomplished leader with deep management and technical expertise having held various technical and research positions with global companies. We believe his broad experience will be instrumental as we continue to focus on expanding our range of electric commercial vehicles enterprise and footprint in key North American, European, and Asian markets.”

Dr. Yi Zeng has been appointed to serve a term until the Company’s 2023 Annual Meeting.

About Cenntro Electric Group Ltd.

Cenntro Electric Group Ltd. (or "Cenntro") (NASDAQ: CENN) is a leading designer and manufacturer of light and medium-duty electric commercial vehicles (“ECVs”). 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. As of December 31, 2021, Cenntro has sold or put into service more than 3,700 vehicles in over 25 countries across North America, Europe and Asia. For more information, please visit Cenntro’s website at: 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 20-F filed with the Securities and Exchange Commission on April 25, 2022 and which may be viewed at www.sec.gov.

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