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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Centro Electric Group Limited ACN 619 054 938

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Your **Vote** Counts!

CENNTRO ELECTRIC GROUP LIMITED

2024 Scheme Meeting

Vote by 4:00 p.m. Eastern Standard Time (EST) on January 22, 2024 (being 5:00 a.m. China Standard Time (CST) on January 23, 2024 and 8:00 a.m. Australian Eastern Daylight Time (AEDT) on January 23, 2024)

CENNTRO ELECTRIC GROUP LIMITED
501 OKERSON ROAD
FREEHOLD, NEW JERSEY 07728



V26293-TBD

You invested in CENNTRO ELECTRIC GROUP LIMITED and it's time to vote!

You have the right to vote on proposals being presented at the Scheme Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held at 4:00 p.m. Eastern Standard Time (EST) on January 24, 2024 (being 5:00 a.m. China Standard Time (CST) on January 25, 2024 and 8:00 a.m. Australian Eastern Daylight Time (AEDT) on January 25, 2024).**

Get informed before you vote

View the Notice of the Scheme Meeting and Proxy Statement, and Explanatory Memorandum online OR you can receive a free paper or email copy of the material(s) by requesting prior to January 10, 2024 (EST). If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

January 24, 2024
4:00 p.m., Eastern Standard Time
(being 5:00 a.m. China Standard Time (CST) on January 25, 2024 and 8:00 a.m. Australian Eastern Daylight Time (AEDT) on January 25, 2024)

Meeting Location:
323A Fairfield Road, Unit 10, Freehold,
New Jersey 07728, USA

*Please check the meeting materials for any special requirements for meeting attendance. If you are attending the meeting in person, you will need to request a ballot to vote these shares.

V12

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
<p>1. Scheme Resolution To consider and, if thought fit, pass the following resolution: "That, under and in accordance with section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between Cenntro Electric Group Ltd ("Cenntro") and holders of its ordinary shares, designated the "Scheme", as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without alterations or conditions required or approved by the Supreme Court of New South Wales to which Cenntro and Cenntro Inc. agree) and the Board of Cenntro is authorised to implement the Scheme with any such alterations or conditions."</p>	✔ For

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".