

TRIO-TECH INTERNATIONAL
(Group and its Subsidiaries)

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS**

Version A

MARCH 2023

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This Nominating and Corporate Governance Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Trio-Tech International (the “**Company**”) on March 22, 2023.

Section 1: Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) is responsible for assisting the Board of Directors (the “**Board**”) of Trio-Tech International (the “**Company**”) in fulfilling its oversight responsibilities in relation to:

- the overall approach to corporate governance of the Corporation and its subsidiaries;
- the size, composition and structure of the Board and its committees;
- the nomination of directors;
- orientation and continuing education for directors;
- related party transactions and other matters involving actual or potential conflicts of interest;
- corporate social responsibility and related environmental, social and governance (“ESG”) matters; and
- any additional matters delegated to the Committee by the Board.

Section 2: Membership

The Committee shall be comprised of two or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the Section 803A of the NYSE American rules; (b) has been affirmatively determined by the Board to be “independent” under Section 805(c)(1) of the NYSE American rules; and (c) is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “**1934 Act**”).

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. The Board may remove members from the Committee, with or without cause.

Section 3: Meetings

1. The Committee shall meet on a regularly scheduled basis at least annually and more frequently as the Committee deems necessary or desirable.
2. The Chair of the Committee (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. A majority of the members, but not less than two (2), will constitute a quorum.
3. The Committee may, at its discretion, include in its meetings members of the Company's management, and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate.
4. The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

Section 4: Duties and Responsibilities

The Corporate Governance Committee is responsible for performing the duties set out below as well as any other duties that are otherwise required by applicable laws or stock exchange rules and requirements or are delegated to the Corporate Governance Committee by the Board.

1. Make recommendations to the Board regarding its size and composition and the tenure of directors.
2. Establish criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by shareholders;

3. Maintain a succession plan for the Board that is responsive to Company needs and the interests of its shareholders;
4. Evaluate whether the necessary and appropriate committees exist to support the work of the Board;
5. Develop charters for any new committees established by the Board and review the charters of each existing committee and recommend any amendments to the Board.
6. Recommend to the Board those directors it considers qualified for appointment to each Board committee;
7. Develop and recommend to the Board the Corporate Governance Guidelines for the Corporation and oversee compliance with such Guidelines;
8. Annually review the effectiveness of the Board in fulfilling its responsibilities and duties as set out in the Corporate Governance Guidelines adopted by the Board;
9. Annually review the effectiveness of all committees in fulfilling their responsibilities and duties as set out in their respective charters and in a manner consistent with the Corporate Governance Guidelines adopted by the Board; and
10. Monitor developments in corporate governance and recommend initiatives that will help the Company maintain the highest standards of corporate governance;
11. Review the Company's corporate social responsibility policies and practices.

Section 5: Annual Performance Evaluation

At least annually, the Board, acting through the Committee, will assess its effectiveness in fulfilling its responsibilities and duties as set out in this Charter and in a manner consistent with the Corporate Governance Guidelines adopted by the Board.

Section 6: Charter Review

The Committee shall review and reassess this Charter at least once every two fiscal years (and more frequently if there are changes in applicable law or if the Committee otherwise believes it to be prudent) and submit any recommended changes to the Board for its consideration.