

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): September 19, 2025

TRIO-TECH INTERNATIONAL

(Exact Name of Registrant as Specified in Its Charter)

California

(State or Other Jurisdiction of Incorporation)

1-14523

(Commission File Number)

95-2086631

(IRS Employer Identification No.)

Block 1008 Toa Payoh North, Unit 03-09 Singapore

(Address of Principal Executive Offices)

318996

(Zip Code)

(65) 6265 3300

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, no par value	TRT	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b2 of the Securities Exchange Act of 1934 (17 CFR 240.12b2) Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

## **Item 2.02 Results of Operations and Financial Conditions**

On September 19, 2025, Trio-Tech International (the “Company”) issued a press release announcing its financial results for the fiscal quarter ended June 30, 2025. A copy of the press release is attached as Exhibit 99.1.

The information in this Current Report, including the exhibit hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Current Report, including the exhibit hereto, shall not be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

## **Item 9.01 Financial Statements and Exhibits**

### **(d) Exhibits**

**99.1** [Press Release of Trio-Tech International dated September 19, 2025](#)

**104** Cover Page Interactive Data File (embedded within the Inline XBRL document)

## 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.

Date: September 19, 2025

TRIO-TECH INTERNATIONAL

By: /s/ SRINIVASAN ANITHA

Name: Srinivasan Anitha

Title: Chief Financial Officer

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Trio-Tech International dated September 19, 2025

**TRIO-TECH DELIVERS Q4 REVENUE GROWTH AND PROFITABILITY AND STRENGTHENS BALANCE SHEET**

**Van Nuys, Calif. – September 19, 2025** – Trio-Tech International (NYSE MKT: TRT), a comprehensive provider of semiconductor back-end solutions and a global value-added supplier of electronic equipment, today announced its financial results for the fourth quarter and full year ended June 30, 2025.

**Trio-Tech International Chairman and CEO S.W. Yong's Comments:**

“In the fourth quarter, Trio-Tech achieved year-over-year revenue growth and delivered profitability, driven by strong momentum in our Industrial Electronics (IE) segment. IE revenue grew 70% compared to the prior year, fueled by demand and diversification into both existing and new end markets. This performance highlights the opportunity for IE to increasingly serve as a growth engine for the Company.

For the full year, while our Semiconductor Back-End Solutions (SBS) revenues were pressured by industry cyclicalities and trade-related headwinds, we saw encouraging resilience from our operations in Singapore, Malaysia, and Thailand, as customers began to shift toward alternative geographies for testing solutions. Excluding the negative impact from foreign exchange movements of \$671,000, Trio-Tech would have achieved full-year profitability of \$630,000, underscoring the strength of our operations, disciplined cost management, and improved product mix.

“Our balance sheet remains strong, with \$19.5 million in cash and deposits, and an 11% increase in working capital. This financial flexibility allows us to invest selectively in growth opportunities while weathering short-term industry volatility. We also significantly reduced liabilities during the year, positioning us well to support future growth. Following the year-end, we signed an agreement to acquire the remaining 50% stake in our Malaysian subsidiary, Trio-Tech (Malaysia), subject to Malaysian government approval, further strengthening our presence in this strategically important region. While semiconductor demand is expected to remain volatile, particularly in China, we are confident that our customer engagement, strategic partnerships, and expanding Industrial Electronics business position the Company for sustainable, long-term growth.

“The global semiconductor industry is undergoing a strategic transformation, with supply chains shifting from cost optimization toward resilience amid tariffs and escalating geopolitical tensions. With Malaysia and Thailand emerging as critical hubs for backend testing and packaging, Trio-Tech is uniquely positioned to capitalize on this transition. Our longstanding relationships with leading semiconductor players—built on trust, reliability, and shared value—give us deep insight into their evolving needs, while our regional expertise and proven capabilities ensure we can deliver high-impact services. Our focus on resilience, adaptability, and targeted demand opportunities strengthens our confidence in the Company's long-term prospects.”

#### **Fiscal 2025 Fourth Quarter Financial Results**

- Total revenue was \$10.7 million, compared to \$9.7 million a year ago, and up sequentially from Q3 FY25 as IE activity rebounded.
  - SBS revenue was \$6.6 million, compared to \$7.3 million a year ago.
  - IE revenue was \$4.1 million, compared to \$2.4 million a year ago, driven by aviation channel expansion and fulfillment of deferred orders for components.
- Gross margin was \$2.6 million, or 25% of revenue, compared to \$2.7 million, or 27% of revenue a year ago.
- Total operating expense was \$2.2 million, compared to \$2.3 million a year ago.
- Income from operations was \$467,000, compared to operating income of \$358,000 in the same quarter last year.
- Other expense was \$358,000, mainly due to foreign currency movement, compared to other income of \$134,000 a year ago.
- Net income attributable to common shareholders was \$183,000, compared to \$243,000 a year ago.
- Net income per basic share and diluted share were \$0.04, compared to \$0.06 a year ago.

#### **Fiscal 2025 Financial Results**

- Total revenue was \$36.5 million, compared to \$42.3 million a year ago.
  - SBS revenue was \$24.7 million, compared to \$30.1 million a year ago, reflecting cyclical weakness in China partially offset by strength in Singapore, Malaysia, and Thailand.
  - IE revenue was \$11.8 million, compared to \$12.2 million a year ago, with an improvement in Q4 from deferred orders and expansion into aviation distribution channels.
- Gross margin was \$9.1 million, or 25% of revenue, compared to \$10.8 million, or 25% of revenue a year ago.
- Total operating expense was \$8.9 million, compared to \$9.7 million a year ago.
- Income from operations was \$254,000, compared to operating income of \$1.1 million in the same period last year.
- Other expense was \$181,000, compared to other income of \$500,000 a year ago, mainly due to foreign exchange losses due to unfavorable foreign currency movements.
- Net loss attributable to common shareholders was \$41,000, compared to net income of \$1.1 million a year ago. Excluding the negative foreign exchange impact of \$671,000, Trio-Tech would have generated profitability of \$630,000 for the year, highlighting the resilience of its core operations.
- Net loss per basic and diluted share was \$0.01, compared to net income per basic share of \$0.25 and per diluted share of \$0.24 a year ago. The net loss was a result of the negative impact of foreign exchange in the amount of \$671,000 or \$0.15 per basic and diluted share for the year.
- Backlog was \$11 million, compared with \$14.4 million a year ago.

- Cash, cash equivalents, and restricted cash were \$19.5 million, compared to \$19.1 million a year ago.

#### **About Trio-Tech International**

Trio-Tech International (NYSE MKT: TRT) is a California-based company operating in the United States, Singapore, Malaysia, Thailand, and China. Founded in 1958, Trio-Tech is a leading provider of semiconductor testing services, manufacturing solutions, and value-added distribution services. The Company's diversified business segments include semiconductor back-end solutions and industrial electronics.

For more information, visit [www.triotech.com](http://www.triotech.com) and [www.universalfareast.com](http://www.universalfareast.com).

#### **Forward Looking Statements**

This press release contains statements that are forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and may contain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and assumptions regarding future activities and results of operations of the Company. In light of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the following factors, among others, could cause actual results to differ materially from those reflected in any forward looking statements made by or on behalf of the Company: market acceptance of Company products and services; the divestiture of one or more business segments in response to, among other factors, changing business conditions or technologies and volatility in the semiconductor industry, which could affect demand for the Company's products and services; the impact of competition; problems with technology; product development schedules; delivery schedules; changes in military or commercial testing specifications which could affect the market for the Company's products and services; difficulties in profitably integrating acquired businesses, if any, into the Company; risks associated with conducting business internationally and especially in Asia, including currency fluctuations and devaluation, currency restrictions, imposition of tariffs, local laws and restrictions and possible social, political and economic instability; changes in U.S. and global financial and equity markets, including market disruptions and significant interest rate fluctuations; trade tension between U.S. and China and other economic, financial and regulatory factors beyond the Company's control. Other than statements of historical fact, all statements made in this release are forward looking, including, but not limited to, statements regarding industry prospects, future results of operations or financial position, and statements of our intent, belief and current expectations about our strategic direction, prospective and future financial results and condition. In some cases, you can identify forward looking statements by the use of terminology such as "may," "will," "expects," "plans," "anticipates," "estimates," "potential," "believes," "can impact," "continue," or the negative thereof or other comparable terminology. Forward looking statements involve risks and uncertainties that are inherently difficult to predict, which could cause actual outcomes and results to differ materially from our expectations, forecasts and assumptions. Many of these risks and uncertainties are beyond the Company's control. Reference is made to the discussion of risk factors detailed in the Company's filings with the Securities and Exchange Commission including its reports on Form 10-K and 10-Q. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they are made.

#### **For inquiries, please contact:**

##### **PondelWilkinson Inc.**

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**TRIO-TECH INTERNATIONAL AND SUBSIDIARIES**  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME / (LOSS)  
AUDITED (IN THOUSANDS, EXCEPT EARNINGS PER SHARE)

	Three Months Ended June 30,		Twelve Months Ended June 30,	
	2025	2024	2025	2024
<b>Revenue</b>				
Semiconductor Back-end Solutions	\$ 6,569	\$ 7,342	\$ 24,682	\$ 30,111
Industrial Electronics	4,091	2,398	11,756	12,176
Others	11	6	35	25
	<u>10,671</u>	<u>9,746</u>	<u>36,473</u>	<u>42,312</u>
<b>Cost of Sales</b>	8,043	7,061	27,329	31,550
<b>Gross Margin</b>	2,628	2,685	9,144	10,762
<b>Operating Expense:</b>				
General and administrative	1,894	2,061	7,890	8,387
Selling	176	205	718	844
Research and development	92	87	384	392
(Gain) / Loss on disposal of property, plant and equipment	(1)	(26)	(102)	46
<b>Total operating expense</b>	<u>2,161</u>	<u>2,327</u>	<u>8,890</u>	<u>9,669</u>
<b>Income from Operations</b>	467	358	254	1,093
<b>Other (Expense) / Income</b>				
Interest expense	(9)	(14)	(45)	(77)
Other (expense) / income, net	(358)	134	(181)	500
Government grant	52	24	145	113
<b>Total other (expense) / income</b>	<u>(315)</u>	<u>144</u>	<u>(81)</u>	<u>536</u>
<b>Income from Continuing Operations before Income Taxes</b>	152	502	173	1,629
<b>Income Tax Benefit / (Expense)</b>	28	(212)	(168)	(486)
<b>Income from Continuing Operations before Non-controlling Interest, Net of Taxes</b>	180	290	5	1,143
<b>Discontinued Operations</b>				
Loss from discontinued operations, net of tax	(10)	(4)	(5)	(1)
<b>Net Income</b>	<u>170</u>	<u>286</u>	<u>-</u>	<u>1,142</u>
Less: Net (Loss) / Income attributable to non-controlling interest	(13)	43	41	92
<b>Net Income / (Loss) Attributable to Trio-Tech International Common Shareholders</b>	<u>\$ 183</u>	<u>\$ 243</u>	<u>\$ (41)</u>	<u>\$ 1,050</u>
<b>Amounts Attributable to Trio-Tech International Common Shareholders:</b>				
Income / (loss) from continuing operations, net of tax	191	253	(36)	1,054
Loss from discontinued operations, net of tax	(8)	(10)	(5)	(4)
<b>Net Income / (Loss) Attributable to Trio-Tech International Common Shareholders</b>	<u>\$ 183</u>	<u>\$ 243</u>	<u>\$ (41)</u>	<u>\$ 1,050</u>
<b>Basic Earnings / (Loss) per Share:</b>				
Basic earnings / (loss) per share from continuing operations attributable to Trio-Tech International	\$ 0.04	\$ 0.06	\$ (0.01)	\$ 0.25
Basic earnings / (loss) from discontinued operations attributable to Trio-Tech International	-	-	-	-
<b>Basic Earnings / (Loss) per Share from Net Income / (Loss) Attributable to Trio-Tech International</b>	<u>\$ 0.04</u>	<u>\$ 0.06</u>	<u>\$ (0.01)</u>	<u>\$ 0.25</u>
<b>Diluted Earnings / (Loss) per Share:</b>				
Diluted earnings / (loss) per share from continuing operations attributable to Trio-Tech International	\$ 0.04	\$ 0.06	\$ (0.01)	\$ 0.24
Diluted earnings / (loss) per share from discontinued operations attributable to Trio-Tech International	-	-	-	-
<b>Diluted Earnings / (Loss) per Share from Net Income / (Loss) Attributable to Trio-Tech International</b>	<u>\$ 0.04</u>	<u>\$ 0.06</u>	<u>\$ (0.01)</u>	<u>\$ 0.24</u>
<b>Weighted Average Number of Common Shares Outstanding</b>				
Basic	4,313	4,248	4,271	4,160
Dilutive effect of stock options	33	128	93	139
<b>Number of Shares Used to Compute Earnings Per Share Diluted</b>	<u>4,346</u>	<u>4,376</u>	<u>4,364</u>	<u>4,299</u>



	Three Months Ended June 30,		Twelve Months Ended June 30,	
	2025	2024	2025	2024
<b>Comprehensive Income / (Loss) Attributable to Common Shareholders:</b>				
Net income	\$ 170	\$ 286	\$ -	\$ 1,142
Foreign currency translation, net of tax	1,058	(328)	1,800	(106)
<b>Comprehensive Income / (Loss)</b>	<b>1,228</b>	<b>(42)</b>	<b>1,800</b>	<b>1,036</b>
Less: comprehensive (loss) / income attributable to non- controlling interest	(184)	65	(21)	84
<b>Comprehensive Income / (Loss) Attributable to Common Shareholders</b>	<b>\$ 1,412</b>	<b>\$ (107)</b>	<b>\$ 1,821</b>	<b>\$ 952</b>

**TRIO-TECH INTERNATIONAL AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(IN THOUSANDS, EXCEPT NUMBER OF SHARES)

	June 30, 2025	June 30, 2024
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 10,890	\$ 10,035
Short-term deposits	5,817	6,497
Trade accounts receivable, less allowance for expected credit losses of \$35 and \$209, respectively	10,804	10,661
Other receivables	608	541
Inventories, less provision for obsolete inventories of \$851 and \$679, respectively	2,262	3,162
Prepaid expense and other current assets	384	536
Restricted term deposits	816	750
<b>Total current assets</b>	<b>31,581</b>	<b>32,182</b>
<b>NON-CURRENT ASSETS:</b>		
Deferred tax assets	91	124
Investment properties, net	345	407
Property, plant and equipment, net	6,021	5,937
Operating lease right-of-use assets	864	1,887
Other assets	231	232
Restricted term deposits	1,935	1,771
<b>Total non-current assets</b>	<b>9,487</b>	<b>10,358</b>
<b>TOTAL ASSETS</b>	<b>\$ 41,068</b>	<b>\$ 42,540</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES:</b>		
Lines of credit	\$ 141	\$ -
Accounts payable	1,896	3,175
Accrued expense	3,036	3,634
Contract liabilities	250	754
Income taxes payable	122	379
Current portion of bank loans payable	256	261
Current portion of finance leases	43	57
Current portion of operating leases	540	1,162
<b>Total current liabilities</b>	<b>6,284</b>	<b>9,422</b>
<b>NON-CURRENT LIABILITIES:</b>		
Bank loans payable, net of current portion	428	613
Finance leases, net of current portion	-	34
Operating leases, net of current portion	324	725
Income taxes payable, net of current portion	-	141
Deferred tax liabilities	10	-
Other non-current liabilities	31	27
<b>Total non-current liabilities</b>	<b>793</b>	<b>1,540</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 7,077</b>	<b>\$ 10,962</b>
<b>EQUITY</b>		
<b>SHAREHOLDERS' EQUITY:</b>		
Common stock, no par value, 15,000,000 shares authorized; 4,312,805 and 4,250,305 shares issued outstanding as of June 30, 2025 and 2024, respectively	\$ 13,490	\$ 13,325
Paid-in capital	5,979	5,531
Accumulated retained earnings	12,037	11,813
Accumulated other comprehensive income-translation adjustments	2,522	660
<b>Total shareholders' equity</b>	<b>34,028</b>	<b>31,329</b>
Non-controlling interest	(37)	249
<b>TOTAL EQUITY</b>	<b>\$ 33,991</b>	<b>\$ 31,578</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 41,068</b>	<b>\$ 42,540</b>