

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): December 10, 2024

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 318996
(Address of Principal Executive Offices) (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:

Title of each class
Common Stock, no par value

Trading Symbol(s)
TRT

Name of each exchange on which registered
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 5.07 Submission of Matters to a Vote of Security Holders.

On December 10, 2024, Trio-Tech International, Inc. (the “*Company*”) held its 2024 Annual Meeting of Stockholders (the “*Annual Meeting*”). The matters voted upon at the Annual Meeting and the results of the voting are set forth below:

Proposal 1. Election of directors

	For	Withheld
S. W. Yong	3,963,593	577,243
Richard M. Horowitz	1,979,677	838,970
Victor H. M. Ting	3,552,742	542,533
Jason T. Adelman	1,834,032	308,814

The Company’s Directors are elected by a plurality of the votes cast. Stockholders elected S. W. Yong, Richard M. Horowitz, Victor H. M. Ting and Jason T. Adelman to serve as Directors on the Company’s Board of Directors until the end of their respective terms.

Proposal 2. Ratification of Mazars LLP as the Company’s Independent Registered Public Accounting Firm for the Fiscal Year ending June 30, 2025

Votes For	Against	Abstain
3,968,266	40,252	16,471

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast at the Annual Meeting. Accordingly, stockholders ratified the appointment of Mazars LLP as the Company’s independent registered public accounting firm for the Company’s current fiscal year ending June 30, 2025.

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.

TRIO-TECH INTERNATIONAL

Date: December 11, 2024

By: /s/ Srinivasan Anitha
Srinivasan Anitha
Chief Financial Officer