
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 3, 2019

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)

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 |

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))

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.

The Annual Meeting of Shareholders for Trio-Tech International, Inc. (the “Company”) was held on December 3, 2019. At the meeting, the Company’s shareholders voted on the election of directors, the compensation of the Company’s named executive officers and the frequency of the advisory vote on the compensation of the Company’s named executive officers.

The voting results on these proposals were as follows:

Proposal #1 Election of directors.

| | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------|------------|-----------------|-------------------------|
| Jason Adelman | 2,822,021 | 213,593 | 637,441 |
| Richard Horowitz | 2,817,080 | 218,534 | 637,441 |
| A. Charles Wilson | 2,532,519 | 503,095 | 637,441 |
| S. W. Yong | 2,532,780 | 502,834 | 637,441 |
| Victor Ting | 2,532,780 | 502,834 | 637,441 |

All of the Company’s nominees were elected, with each nominee receiving a plurality of the votes cast.

Proposal #2 Non Binding, Advisory vote on the compensation of named executive officers:

| | <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|--------------------|------------|----------------|----------------|
| Total Shares Voted | 2,861,516 | 63,625 | 747,914 |

Proposal #3 Frequency for holding the advisory vote on the compensation of named executive officers:

| | <u>1 year</u> | <u>2 years</u> | <u>3 years</u> | <u>Abstain</u> |
|--------------------|---------------|----------------|----------------|----------------|
| Total Shares Voted | 1,326,310 | 106,861 | 1,591,402 | 648,482 |

Item 8.01 Other Events.

At the 2019 Annual Meeting of Shareholders, a majority of the Registrant’s outstanding shares of common stock that voted on the matter were voted in favor of conducting future advisory votes on executive compensation on an “every one year” basis. The Registrant’s Board of Directors had recommended in the proxy statement for the 2019 Annual Meeting a vote for the “every three years” option. The Registrant’s Board of Directors had made such recommendation based on its conclusion that an advisory vote at such frequency would provide the Registrant’s shareholders with sufficient time to evaluate the effectiveness of its overall compensation philosophy, policies and practices in the context of the Registrant’s long-term business results, while avoiding more emphasis on short term variations in compensation and business results. Therefore, the Registrant’s Board of Directors has decided to conduct future advisory votes on executive compensation on an “every three years” basis until at least the next vote by the Registrant’s shareholders on the frequency of such votes, which will be no later than the Registrant’s 2022 Annual Meeting of Stockholders.

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: December 6, 2019

TRIO-TECH INTERNATIONAL

By: /s/ VICTOR H.M. TING

Name: Victor H.M. Ting

Title: Vice President and
Chief Financial Officer
