

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

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2024

OR

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

For the Transition Period from ____ to ____

Commission File Number 1-14523

TRIO-TECH INTERNATIONAL

(Exact name of Registrant as specified in its Charter)

California

(State or other jurisdiction of
incorporation or organization)

95-2086631

(I.R.S. Employer
Identification Number)

**Block 1008 Toa Payoh North
Unit 03-09 Singapore**

(Address of principal executive offices)

318996

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(65) 6265 3300**

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

Title of each class
Common Stock, no par value

Trading Symbol
TRT

Name of each exchange
on which registered
NYSE American

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large Accelerated Filer | <input type="checkbox"/> | Accelerated Filer | <input type="checkbox"/> |
| Non-Accelerated Filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 1, 2024, there were 4,250,305 shares of the issuer's Common Stock, no par value, outstanding.

TRIO-TECH INTERNATIONAL
INDEX TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION, OTHER INFORMATION AND SIGNATURE

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FORWARD-LOOKING STATEMENTS

The discussions of Trio-Tech International's (the "Company") business and activities set forth in this Quarterly Report on Form 10-Q (this "Quarterly Report") and in other past and future reports and announcements by the Company 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; 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; or the divestiture in the future of one or more business segments; risks associated with conducting business internationally and especially in Asia, including currency fluctuations and devaluation, currency restrictions, 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; the trade tension between U.S. and China; inflation; the war in Ukraine and Russia, the war between Israel and Hamas; other economic, financial and regulatory factors beyond the Company's control and uncertainties relating to our ability to operate our business in China; uncertainties regarding the enforcement of laws and the fact that rules and regulation in China can change quickly with little advance notice, along with the risk that the Chinese government may intervene or influence our operation at any time, or may exert more control over offerings conducted overseas and/or foreign investment in China-based issuers could result in a material change in our operations, financial performance and/or the value of our common stock, no par value ("Common Stock"), or impair our ability to raise money. Other than statements of historical fact, all statements made in this Quarterly Report 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.

Unless otherwise required by law, we undertake no obligation to update forward-looking statements to reflect subsequent events, changed circumstances, or the occurrence of unanticipated events. You are cautioned not to place undue reliance on such forward-looking statements.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

| | September 30, 2024 (Unaudited) | June 30, 2024 |
|--|--------------------------------------|------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 8,948 | \$ 10,035 |
| Short-term deposits | 6,509 | 6,497 |
| Trade accounts receivable, less allowance for expected credit losses of \$ 215 and \$209, respectively | 12,094 | 10,661 |
| Other receivables | 655 | 541 |
| Inventories, less provision for obsolete inventories of \$ 734 and \$679, respectively | 2,872 | 3,162 |
| Prepaid expense and other current assets | 593 | 536 |
| Restricted term deposits | 804 | 750 |
| Total current assets | 32,475 | 32,182 |
| NON-CURRENT ASSETS: | | |
| Deferred tax assets | 139 | 124 |
| Investment properties, net | 404 | 407 |
| Property, plant and equipment, net | 6,273 | 5,937 |
| Operating lease right-of-use assets | 1,626 | 1,887 |
| Other assets | 125 | 232 |
| Restricted term deposits | 1,898 | 1,771 |
| Total non-current assets | 10,465 | 10,358 |
| TOTAL ASSETS | \$ 42,940 | \$ 42,540 |
| LIABILITIES | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$ 2,375 | \$ 3,175 |
| Accrued expense | 3,260 | 3,634 |
| Contract liabilities | 827 | 754 |
| Income taxes payable | 244 | 379 |
| Current portion of bank loans payable | 289 | 261 |
| Current portion of finance leases | 49 | 57 |
| Current portion of operating leases | 1,095 | 1,162 |
| Total current liabilities | 8,139 | 9,422 |
| NON-CURRENT LIABILITIES: | | |
| Bank loans payable, net of current portion | 634 | 613 |
| Finance leases, net of current portion | 24 | 34 |
| Operating leases, net of current portion | 531 | 725 |
| Income taxes payable, net of current portion | 142 | 141 |
| Other non-current liabilities | 30 | 27 |
| Total non-current liabilities | 1,361 | 1,540 |
| TOTAL LIABILITIES | \$ 9,500 | \$ 10,962 |
| EQUITY | | |
| SHAREHOLDERS' EQUITY: | | |
| Common stock, no par value, 15,000,000 shares authorized; 4,250,305 shares issued outstanding as at September 30, 2024 and June 30, 2024, respectively | \$ 13,325 | \$ 13,325 |
| Paid-in capital | 5,602 | 5,531 |
| Accumulated retained earnings | 11,577 | 11,813 |
| Accumulated other comprehensive income-translation adjustments | 2,548 | 660 |
| Total shareholders' equity | 33,052 | 31,329 |
| Non-controlling interest | 388 | 249 |
| TOTAL EQUITY | \$ 33,440 | \$ 31,578 |
| TOTAL LIABILITIES AND EQUITY | \$ 42,940 | \$ 42,540 |

See notes to condensed consolidated financial statements.

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

| | Three Months Ended | |
|---|-------------------------|-----------------------|
| | September 30, 2024 | September 30, 2023 |
| Revenue | | |
| Semiconductor Back-end Solutions | \$ 6,879 | \$ 7,176 |
| Industrial Electronics | 2,914 | 2,783 |
| Others | 6 | 7 |
| | <u>9,799</u> | <u>9,966</u> |
| Cost of Sales | <u>7,477</u> | <u>7,446</u> |
| Gross Margin | 2,322 | 2,520 |
| Operating Expense: | | |
| General and administrative | 1,964 | 2,158 |
| Selling | 150 | 187 |
| Research and development | 88 | 85 |
| (Gain) / Loss on disposal of property, plant and equipment | (13) | 91 |
| Total operating expense | <u>2,189</u> | <u>2,521</u> |
| Income / (Loss) from Operations | 133 | (1) |
| Other (Expense) / Income | | |
| Interest expense | (13) | (24) |
| Other (expense) / income, net | (365) | 196 |
| Government grant | 66 | 73 |
| Total other (expense) / income | <u>(312)</u> | <u>245</u> |
| (Loss) / Income from Continuing Operations before Income Taxes | (179) | 244 |
| Income Tax Expense | <u>(51)</u> | <u>(37)</u> |
| (Loss) / Income from Continuing Operations before Non-controlling Interest, Net of Taxes | (230) | 207 |
| Discontinued Operations | | |
| Loss from discontinued operations, net of tax | 7 | - |
| Net (Loss) / Income | <u>(223)</u> | <u>207</u> |
| Less: Net income / (loss) attributable to non-controlling interest | 13 | (23) |
| Net (Loss) / Income Attributable to Common Shareholders | \$ (236) | \$ 230 |
| Amounts Attributable to Common Shareholders: | | |
| (Loss) / Income from continuing operations, net of tax | (240) | 227 |
| Income from discontinued operations, net of tax | 4 | 3 |
| Net (Loss) / Income Attributable to Common Shareholders | <u>\$ (236)</u> | <u>\$ 230</u> |
| Basic (Loss) / Earnings per Share: | | |
| Basic (loss) / earnings per share from continuing operations | \$ (0.06) | \$ 0.06 |
| Basic earnings per share from discontinued operations | \$ - | \$ - |
| Basic (Loss) / Earnings per Share from Net (Loss) / Income | <u>\$ (0.06)</u> | <u>\$ 0.06</u> |
| Diluted (Loss) / Earnings per Share: | | |
| Diluted (loss) / earnings per share from continuing operations | \$ (0.06) | \$ 0.05 |
| Diluted earnings per share from discontinued operations | \$ - | \$ - |
| Diluted (Loss) / Earnings per Share from Net (Loss) / Income | <u>\$ (0.06)</u> | <u>\$ 0.05</u> |
| Weighted Average Number of Common Shares Outstanding | | |
| Basic | 4,250 | 4,096 |
| Dilutive effect of stock options | 85 | 184 |
| Number of Shares Used to Compute Earnings Per Share Diluted | <u>4,335</u> | <u>4,280</u> |

See notes to condensed consolidated financial statements.

TRIO-TECH INTERNATIONAL AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
UNAUDITED (IN THOUSANDS)

| | Three Months Ended | |
|---|--------------------|--------------|
| | Sept. 30, | Sept. 30, |
| | 2024 | 2023 |
| Comprehensive Income Attributable to Common Shareholders: | | |
| Net (loss) / income | \$ (223) | \$ 207 |
| Foreign currency translation, net of tax | 2,014 | (183) |
| Comprehensive Income | 1,791 | 24 |
| Less: comprehensive income / (loss) attributable to non- controlling interest | 139 | (2) |
| Comprehensive Income Attributable to Common Shareholders | \$ 1,652 | \$ 26 |

See notes to condensed consolidated financial statements.

TRIO-TECH INTERNATIONAL AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
UNAUDITED (IN THOUSANDS)

Three months ended September 30, 2024

| | Common Stock | | Paid-in Capital | Accumulated Retained Earnings | Accumulated Other Comprehensive Income | Non-controlling Interest | Total |
|-------------------------------|---------------------|---------------|------------------------|--------------------------------------|---|---------------------------------|---------------|
| | Shares | Amount | | | | | |
| | | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance at June 30, 2024 | 4,250 | 13,325 | 5,531 | 11,813 | 660 | 249 | 31,578 |
| Stock option expense | - | - | 71 | - | - | - | 71 |
| Net (loss) / income | - | - | - | (236) | - | 13 | (223) |
| Translation adjustment | - | - | - | - | 1,888 | 126 | 2,014 |
| Balance at September 30, 2024 | <u>4,250</u> | <u>13,325</u> | <u>5,602</u> | <u>11,577</u> | <u>2,548</u> | <u>388</u> | <u>33,440</u> |

Three months ended September 30, 2023

| | Common Stock | | Paid-in Capital | Accumulated Retained Earnings | Accumulated Other Comprehensive Income / (Loss) | Non-controlling Interest | Total |
|-------------------------------|---------------------|---------------|------------------------|--------------------------------------|--|---------------------------------|---------------|
| | Shares | Amount | | | | | |
| | | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance at June 30, 2023 | 4,097 | 12,819 | 5,066 | 10,763 | 758 | 165 | 29,571 |
| Stock option expenses | - | - | 60 | - | - | - | 60 |
| Net income / (loss) | - | - | - | 230 | - | (23) | 207 |
| Translation adjustment | - | - | - | - | (204) | 21 | (183) |
| Balance at September 30, 2023 | <u>4,097</u> | <u>12,819</u> | <u>5,126</u> | <u>10,993</u> | <u>554</u> | <u>163</u> | <u>29,655</u> |

See notes to condensed consolidated financial statements.

TRIO-TECH INTERNATIONAL AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (IN THOUSANDS)

| | Three Months Ended | |
|--|-----------------------|-----------------------|
| | September 30, 2024 | September 30, 2023 |
| | (Unaudited) | (Unaudited) |
| Cash Flow from Operating Activities | | |
| Net (loss) / income | \$ (223) | \$ 207 |
| Adjustments to reconcile net income to net cash flow provided by operating activities | | |
| Unrealized foreign exchange loss | 460 | 81 |
| Depreciation and amortization | 711 | 1,471 |
| Gain on sales of property, plant and equipment | - | 91 |
| Addition of provision for obsolete inventories | 29 | 7 |
| Stock compensation | 71 | 60 |
| Bad debt recovery | - | (5) |
| Accrued interest expense, net accrued interest income | (5) | (49) |
| Payment of interest portion of finance lease | (1) | (2) |
| Warranty (expense) / recovery, net | (7) | 7 |
| Reversal of income tax provision | (1) | (1) |
| Deferred tax expense / (benefits) | 5 | (56) |
| Repayment of operating lease | (363) | (346) |
| Changes in operating assets and liabilities, net of acquisition effects | | |
| Trade accounts receivable | (1,427) | (1,158) |
| Other receivables | (114) | (732) |
| Other assets | 93 | (47) |
| Inventories | 409 | (1,914) |
| Prepaid expense and other current assets | (37) | 36 |
| Accounts payable, accrued expense and contract liabilities | (1,312) | 2,861 |
| Income taxes payable | (148) | (120) |
| Other non-current liabilities | 3 | (367) |
| Net Cash (Used in) / Provided by Operating Activities | \$ (1,857) | \$ 24 |
| Cash Flow from Investing Activities | | |
| Withdrawal from unrestricted term deposits, net | 140 | 693 |
| Additions to property, plant and equipment | (69) | (77) |
| Proceeds from disposal of assets held-for-sale | - | 198 |
| Proceeds from disposal of property, plant and equipment | 10 | - |
| Net Cash Provided by Investing Activities | 81 | 814 |
| Cash Flow from Financing Activities | | |
| Payment on lines of credit | - | (270) |
| Payment of bank loans | (70) | (116) |
| Payment of finance leases | (23) | (26) |
| Proceeds from lines of credit | - | 556 |
| Net Cash (Used in) / Provided by Financing Activities | (93) | 144 |
| Effect of Changes in Exchange Rate | 963 | (231) |
| Net (Decrease) / Increase in Cash, Cash Equivalents, and Restricted Cash | (906) | 751 |
| Cash, Cash Equivalents, and Restricted Cash at Beginning of Period | 12,556 | 10,038 |
| Cash, Cash Equivalents, and Restricted Cash at End of Period | \$ 11,650 | \$ 10,789 |
| Supplementary Information of Cash Flows | | |
| Cash paid during the period for: | | |
| Interest | \$ 11 | \$ 20 |
| Income taxes | \$ 193 | \$ 141 |
| Reconciliation of Cash, Cash Equivalents, and Restricted Cash | | |
| Cash | 8,948 | 8,333 |
| Restricted Term-Deposits in Current Assets | 804 | 737 |
| Restricted Term-Deposits in Non-Current Assets | 1,898 | 1,719 |
| Total Cash, Cash Equivalents, and Restricted Cash Shown in Statements of Cash Flows | \$ 11,650 | \$ 10,789 |

Restricted deposits represent the amount of cash pledged to secure loans payable or trade financing granted by financial institutions, serve as collateral for public utility agreements such as electricity and water, and performance bonds related to customs duty payable. Restricted deposits are classified as current and non-current depending on whether they relate to long-term or short-term obligations. Restricted deposits of \$804 as at September 30, 2024 are classified as current assets as they relate to short-term trade financing. On the other hand, restricted deposits of \$1,898 as at September 30, 2024 are classified as non-current assets as they relate to long-term obligations and will become unrestricted only upon discharge of the obligations.

See notes to condensed consolidated financial statements.

TRIO-TECH INTERNATIONAL AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (IN THOUSANDS, EXCEPT EARNINGS PER SHARE AND NUMBER OF SHARES)

1. ORGANIZATION AND BASIS OF PRESENTATION

Trio-Tech International (the “Company”, or “TTI”) was incorporated in fiscal year ended June 30, 1958 under the laws of the State of California. The Company has traditionally been a provider of reliability test equipment and services to the semiconductor and other industries. The Company provides comprehensive electrical, environmental, and burn-in testing services to semiconductor manufacturers in Asia. The Company designs and manufactures an extensive range of burn-in and reliability test equipment used in the “back-end” manufacturing processes of semiconductors. The Company also designs, manufactures and distributes an extensive range of test, process and other equipment used in the manufacturing processes of customers in various industries in the consumer and industrial market. The Company also acts as a design-in reseller of a wide range of camera modules, LCD displays and touch screen panels.

In the first quarter of fiscal year ended June 30, 2025 (“Fiscal 2025”), we made changes in our business strategy in an effort to better align with our focus areas and to streamline operations. While the semiconductor industry is and will remain a major market for Trio-Tech, an important component of our strategy is to reduce our historic concentration on this industry. As a result, we have decided to organize our operating businesses based on the markets that we serve. Beginning in Fiscal 2025, we report our financial performance based on our new segments, Semiconductor Back-end Solutions and Industrial Electronics.

TTI has subsidiaries in the U.S., Singapore, Malaysia, Thailand, Indonesia, Cayman Islands and China as follows:

| | Ownership | Location |
|---|-----------|-------------------------------|
| Express Test Corporation (Dormant) | 100% | Van Nuys, California |
| Trio-Tech Reliability Services (Dormant) | 100% | Van Nuys, California |
| KTS Incorporated, dba Universal Systems (Dormant) | 100% | Van Nuys, California |
| European Electronic Test Centre (Dormant) | 100% | Cayman Islands |
| Trio-Tech International Pte. Ltd. | 100% | Singapore |
| Universal (Far East) Pte. Ltd.* | 100% | Singapore |
| Trio-Tech International (Thailand) Co. Ltd. * | 100% | Bangkok, Thailand |
| Trio-Tech (Bangkok) Co. Ltd. * | 100% | Bangkok, Thailand |
| Trio-Tech (Malaysia) Sdn. Bhd. (55% owned by Trio-Tech International Pte. Ltd.) | 55% | Penang and Selangor, Malaysia |
| Trio-Tech (Kuala Lumpur) Sdn. Bhd. (100% owned by Trio-Tech Malaysia Sdn. Bhd.) | 55% | Selangor, Malaysia |
| Prestal Enterprise Sdn. Bhd. (76% owned by Trio-Tech International Pte. Ltd.) | 76% | Selangor, Malaysia |
| Trio-Tech (SIP) Co., Ltd. * | 100% | Suzhou, China |
| Trio-Tech (Chongqing) Co. Ltd. * | 100% | Chongqing, China |
| SHI International Pte. Ltd. (Dormant) (55% owned by Trio-Tech International Pte. Ltd) | 55% | Singapore |
| PT SHI Indonesia (Dormant) (95% owned by SHI International Pte. Ltd.) | 52% | Batam, Indonesia |
| Trio-Tech (Tianjin) Co., Ltd. * | 100% | Tianjin, China |
| Trio-Tech (Jiangsu) Co., Ltd. (51% owned by Trio-Tech (SIP) Co., Ltd.) | 51% | Suzhou, China |

* 100% owned by Trio-Tech International Pte. Ltd.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States Generally Accepted Accounting Principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. All significant intercompany accounts and transactions have been eliminated in consolidation. The unaudited condensed consolidated financial statements are presented in U.S. dollars unless otherwise stated. The accompanying condensed consolidated financial statements do not include all the information and footnotes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report for the fiscal year ended June 30, 2024 ("Fiscal 2024"). The Company's operating results are presented based on the translation of foreign currencies using the respective quarter's average exchange rate.

The results of operations for the three months ended September 30, 2024 are not necessarily indicative of the results that may be expected for any other interim period or for the full year ending June 30, 2025.

Use of Estimates — The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expense during the reporting period. Among the more significant estimates included in these consolidated financial statements are the estimated allowance for credit losses on account receivables, reserve for obsolete inventory, impairments, provision of income tax, stock options and the deferred income tax asset allowance. Actual results could materially differ from those estimates.

Significant Accounting Policies. There have been no material changes to our significant accounting policies summarized in Note 1 "Basis of Presentation and Summary of Significant Accounting Policies" to our consolidated Financial Statements included in our Annual Report on Form 10-K for Fiscal 2024.

Recasting of Certain Prior Period Information - In response to changes in our business strategy, during the first quarter of Fiscal 2025, the Company's chief operating decision maker, who is also our Chief Executive Officer, requested changes in the information that he regularly reviews for purposes of allocating resources and assessing performance. As a result, beginning in Fiscal 2025, we report our financial performance based on our new segments described in Note 14 – Segment Information. We have recast certain prior period amounts to conform to the way we internally manage and monitor segment performance during Fiscal 2025. This change primarily impacted Note 14 – Segment Information, with no impact on consolidated net income or cash flows.

Comparative figures - Certain amounts in the prior periods presented have been reclassified to conform to the current period financial statement presentation. These reclassifications have no effect on previously reported net income.

2. NEW ACCOUNTING PRONOUNCEMENTS

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280), *Improvements to Reportable Segment Disclosures*. The new guidance requires enhanced disclosures about significant segment expense. This standard update is effective for Company beginning in the fiscal year ending June 30, 2025 and interim period reports beginning in the first quarter of the fiscal year ending June 30, 2026. Early adoption is permitted on a retrospective basis. The Company is currently evaluating the impact of this ASU on segment disclosure.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740), *Improvements to Income Tax Disclosures*. The new guidance requires enhanced disclosures about income tax expense. This standard update is effective for Company beginning in the fiscal year ending June 30, 2026. Early adoption is permitted on a prospective basis. The Company is currently evaluating the impact of this ASU on annual income tax disclosures.

In November 2024, the FASB has released Accounting Standards Update ("ASU") No. 2024-03, *Disaggregation of Income Statement Expenses*. The ASU's purpose is to improve the disclosures about a public business entity's expenses and address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. Early adoption is permitted. This standard update is effective for Company beginning in the fiscal year ending June 30, 2029.

New pronouncements issued but not yet effective until after September 30, 2024, are not expected to have a significant effect on the Company's consolidated financial position or results of operations.

3. TERM DEPOSITS

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|---|----------------------------------|------------------|
| Short-term deposits | \$ 6,121 | \$ 6,540 |
| Currency translation effect on short-term deposits | 388 | (43) |
| Total short-term deposits | 6,509 | 6,497 |
| Restricted term deposits - Current | 759 | 750 |
| Currency translation effect on restricted term deposits | 45 | - |
| Total restricted term deposits - Current | 804 | 750 |
| Restricted term deposits – Non-current | 1,773 | 1,773 |
| Currency translation effect on restricted term deposits | 125 | (2) |
| Total restricted term deposits - Non-current | 1,898 | 1,771 |
| Total term deposits | \$ 9,211 | \$ 9,018 |

Restricted deposits represent the amount of cash pledged to secure loans payable or trade financing granted by financial institutions, serve as collateral for public utility agreements such as electricity and water, and performance bonds related to customs duty payable. Restricted deposits are classified as current and non-current depending on whether they relate to long-term or short-term obligations. Restricted deposits of \$804 as at September 30, 2024 are classified as current assets as they relate to short-term trade financing. On the other hand, restricted deposits of \$ 1,898 as at September 30, 2024 are classified as non-current assets as they relate to long-term obligations and will become unrestricted only upon discharge of the obligations.

4. TRADE ACCOUNTS RECEIVABLE AND ALLOWANCE FOR EXPECTED CREDIT LOSSES

Accounts receivable are customer obligations due under normal trade terms. The Company performs continuing credit evaluations of its customers' financial conditions, and although management generally does not require collateral, letters of credit may be required from the customers in certain circumstances.

The allowance for trade receivable represents management's expected credit losses in our trade receivables as of the date of the financial statements. The allowance provides for probable losses that have been identified with specific customer relationships and for probable losses believed to be inherent in the trade receivables, but that have not been specifically identified.

The following table represents the changes in the allowance for expected credit losses:

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|------------------------------|----------------------------------|------------------|
| Beginning | \$ 209 | \$ 217 |
| Additions charged to expense | - | 12 |
| Recovered | - | (17) |
| Currency translation effect | 6 | (3) |
| Ending | \$ 215 | \$ 209 |

5. LOANS RECEIVABLE FROM PROPERTY DEVELOPMENT PROJECTS

The following table presents Trio-Tech (Chongqing) Co. Ltd ("TTCQ")'s loan receivables from property development projects in China as of September 30, 2024.

| | Loan Expiry Date | Loan Amount (RMB) | Loan Amount (U.S. Dollars) |
|--|---------------------|----------------------|-------------------------------|
| Short-term loan receivables | | | |
| JiangHuai (Project – Yu Jin Jiang An) | May 31, 2013 | 2,000 | 285 |
| Less: allowance for expected credit losses | | (2,000) | (285) |
| Net loan receivables from property development projects | | - | - |

The short-term loan receivables amounting to renminbi ("RMB") 2,000, or approximately \$285 arose due to TTCQ entering into a Memorandum Agreement with JiangHuai Property Development Co. Ltd. ("JiangHuai") to invest in their property development projects (Project - Yu Jin Jiang An) located in Chongqing City, China in the fiscal year ended June 30, 2011 ("Fiscal 2011"). Based on TTI's financial policy, an allowance for expected credit losses of \$285 on the investment in JiangHuai was recorded during the fiscal year ended June 30, 2014 ("Fiscal 2014"). TTCQ did not generate other income from JiangHuai for the quarter ended September 30, 2024 or for Fiscal 2024. TTCQ is in the legal process of recovering the outstanding amount of approximately \$285.

6. INVENTORIES

Inventories consisted of the following:

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|--|----------------------------------|------------------|
| Raw materials | \$ 1,491 | \$ 1,668 |
| Work in progress | 788 | 1,048 |
| Finished goods | 1,152 | 1,129 |
| Less: provision for obsolete inventories | (734) | (679) |
| Currency translation effect | 175 | (4) |
| | <u>\$ 2,872</u> | <u>\$ 3,162</u> |

The following table represents the changes in provision for obsolete inventories:

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|------------------------------|----------------------------------|------------------|
| Beginning | \$ 679 | \$ 648 |
| Additions charged to expense | 29 | 65 |
| Usage – disposition | - | (21) |
| Currency translation effect | 26 | (13) |
| Ending | <u>\$ 734</u> | <u>\$ 679</u> |

7. INVESTMENT PROPERTIES

The following table presents the Company's investment in properties in China as of September 30, 2024. The exchange rate is based on the market rate as of September 30, 2024.

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|------------------------------------|----------------------------------|------------------|
| Property I – MaoYe Property | | |
| Cost | \$ 301 | \$ 301 |
| Less: Accumulated depreciation | (230) | (226) |
| Currency translation effect | (19) | (22) |
| | <u>\$ 52</u> | <u>\$ 53</u> |

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|--|----------------------------------|------------------|
| Property II – JiangHuai Property | | |
| Cost | \$ - | \$ 580 |
| Less: Accumulated depreciation | - | (360) |
| Currency translation effect | - | (83) |
| Carrying value of relinquished asset | \$ - | \$ 137 |
| Cost of acquired asset | 137 | - |
| Less: Accumulated depreciation of acquired asset | (6) | - |
| Currency translation effect | 4 | - |
| | <u>\$ 135</u> | <u>\$ 137</u> |

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|-------------------------------------|----------------------------------|------------------|
| Property III – FuLi Property | | |
| Cost | \$ 648 | \$ 648 |
| Less: Accumulated Depreciation | (345) | (338) |
| Currency translation effect | (86) | (93) |
| | <u>\$ 217</u> | <u>\$ 217</u> |

Rental Property I – MaoYe Property

MaoYe Property generated a rental income of \$6 during the three months ended September 30, 2024, and 2023.

A lease agreement was entered into on February 1, 2023 for a period of 4 years at a monthly rate of RMB15, or approximately \$2. Pursuant to the agreement, monthly rental will increase by 5% after the second year.

Depreciation expense for MaoYe Property was \$4 for the three months ended September 30, 2024, and 2023, respectively.

Rental Property II – JiangHuai

During the year ended June 30, 2010 ("Fiscal 2010"), TTCQ purchased eight units of commercial property in Chongqing, China, from JiangHuai for RMB 3,600, or approximately \$580. The title deeds for these properties had not been received by TTCQ since the entire project had not been completed by JiangHuai. JiangHuai is currently in liquidation and the local court had appointed a Management Company to manage the liquidation process and address claims from stakeholders. To expedite the resolution, TTCQ agreed to settle the claims through an asset exchange. The court directed the Management Company to engage a third-party valuer to assess the assets involved. Based on the valuation, the court determined that TTCQ would receive title deeds for 5 shop units having a total area of 547.67 m² in exchange of the claim made for the 8 units without title deeds. In July 2024, the court concluded that the value of these 5 shop units was equivalent to the original purchase price of 8 shop units of RMB 3,600 and issued a court order to process title deeds for the 5 units in the name of TTCQ. The carrying value of the JiangHuai asset group as at June 30, 2024 was RMB 990. Applying the guidance in ASC Topic 845, *Nonmonetary transactions*, this transaction lacks commercial substance and hence, the JiangHuai asset group will continue to be accounted based on the carrying value of the exchanged investment properties. The title deeds have been received as September 2024.

JiangHuai Property did not generate any rental income for the three months ended September 30, 2024 and 2023.

Depreciation expense for JiangHuai was \$6 for the three months ended September 30, 2024, and 2023, respectively.

Rental Property III – FuLi

FuLi Property did not generate any rental income for the three months ended September 30, 2024, as compared to \$1 for the same period in Fiscal 2024.

A lease agreement was entered into October 10, 2024 for a period of 4 years at a monthly rate of RMB9, or approximately \$1. Pursuant to the agreement, monthly rental will increase by 5% after the second year.

Depreciation expense for FuLi was \$7 for the three months ended September 30, 2024, and 2023, respectively.

Summary

Total rental income for all investment properties in China was \$ 6 for the three months ended September 30, 2024, as compared to \$7 for the three months ended 2023, respectively.

Depreciation expense for all investment properties in China was \$ 17 for the three months ended September 30, 2024 and 2023, respectively.

8. OTHER ASSETS

Other assets consisted of the following:

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|--|----------------------------------|------------------|
| Deposits for rental and utilities and others | 113 | 234 |
| Downpayment for Purchase of Investment Properties* | 1,580 | 1,580 |
| Less: Provision for Impairment | (1,580) | (1,580) |
| Currency translation effect | 12 | (2) |
| Total | \$ 125 | \$ 232 |

*Down payment for purchase of investment properties included downpayment relating to shop lots in Singapore Themed Resort Project in Chongqing, China. The shop lots are to be delivered to TTCQ upon completion of the construction. The initial targeted date of completion was in Fiscal 2017. However, progress has stalled because the developer is currently reorganizing assets and renegotiating with the creditors to complete the project.

During the fourth quarter of Fiscal 2021, the Company accrued an impairment charge of \$ 1,580 related to the doubtful recovery of the down payment on property in the Singapore Themed Resort Project in Chongqing, China. The Company elected to take this non-cash impairment charge due to increased uncertainties regarding the project's viability, given the developers' weakening financial condition as well as uncertainties arising from the negative real-estate environment in China, implementation of control measures on real-estate lending in China and its relevant government policies.

9. LINES OF CREDIT

The carrying value of the Company's lines of credit approximates its fair value because the interest rates associated with the lines of credit are adjustable in accordance with market situations when the Company borrowed funds with similar terms and remaining maturities.

The Company's credit rating provides it with ready and adequate access to funds in global markets.

As of September 30, 2024, the Company had certain lines of credit that are collateralized by restricted deposits.

| Entity with Facility | Type of Facility | Interest Rate | Credit Limitation | Unused Credit |
|--|---------------------|---------------------------|----------------------|------------------|
| Trio-Tech International Pte. Ltd., Singapore | Lines of Credit | Cost of Funds Rate +1.25% | \$ 4,141 | \$ 3,843 |
| Universal (Far East) Pte. Ltd. | Lines of Credit | Cost of Funds Rate +1.25% | \$ 1,953 | \$ 1,927 |
| Trio-Tech Malaysia Sdn. Bhd. | Revolving credit | Cost of Funds Rate +2% | \$ 364 | \$ 364 |

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As of June 30, 2024, the Company had certain lines of credit that are collateralized by restricted deposits.

| Entity with Facility | Type of Facility | Interest Rate | Credit Limitation | Unused Credit |
|--|------------------|---------------------------|-------------------|---------------|
| Trio-Tech International Pte. Ltd., Singapore | Lines of Credit | Cost of Funds Rate +1.25% | \$ 3,907 | \$ 3,626 |
| Universal (Far East) Pte. Ltd. | Lines of Credit | Cost of Funds Rate +1.25% | \$ 1,843 | \$ 1,818 |
| Trio-Tech Malaysia Sdn. Bhd. | Revolving credit | Cost of Funds Rate +2% | \$ 318 | \$ 318 |

10. ACCRUED EXPENSE

Accrued expense consisted of the following:

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|---|----------------------------------|------------------|
| Payroll and related costs | \$ 1,611 | \$ 1,809 |
| Commissions | 134 | 164 |
| Legal and audit | 227 | 328 |
| Sales tax | 54 | 34 |
| Utilities | 157 | 231 |
| Warranty | 21 | 27 |
| Accrued purchase of materials and property, plant and equipment | 388 | 553 |
| Provision for reinstatement | 380 | 380 |
| Other accrued expense | 119 | 86 |
| Currency translation effect | 169 | 22 |
| Total | \$ 3,260 | \$ 3,634 |

11. ASSURANCE WARRANTY ACCRUAL

The Company provides for the estimated costs that may be incurred under its warranty program at the time the sale is recorded. The warranty period of the products manufactured by the Company is generally one year or the warranty period agreed upon with the customer. The Company estimates the warranty costs based on the historical rates of warranty returns. The Company periodically assesses the adequacy of its recorded warranty liability and adjusts the amounts as necessary.

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|---------------------------------------|----------------------------------|------------------|
| Beginning | \$ 27 | \$ 24 |
| Additions charged to cost and expense | - | 21 |
| Utilization | (7) | (20) |
| Currency translation effect | 1 | 2 |
| Ending | \$ 21 | \$ 27 |

12. BANK LOANS PAYABLE

Bank loans payable consisted of the following:

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|--|----------------------------------|------------------|
| Note payable denominated in the Malaysian Ringgit for expansion plans in Malaysia, maturing in July 2028, bearing interest at the bank's prime rate less 2.00% (4.85% and 4.6% at September 30, 2024 and June 30, 2024) per annum, with monthly payments of principal plus interest through July 2028, collateralized by the acquired building with a carrying value of \$2,151 and \$2,208, as at September 30, 2024 and June 30, 2024, respectively. | \$ 638 | \$ 596 |
| Financing arrangement at fixed interest rate 3.2% per annum, with monthly payments of principal plus interest through July 2025. | 40 | 44 |
| Financing arrangement at fixed interest rate 3.0% per annum, with monthly payments of principal plus interest through December 2026. | 128 | 124 |
| Financing arrangement at fixed interest rate 3.0% per annum, with monthly payments of principal plus interest through August 2027. | 117 | 110 |
| Total bank loans payable | \$ 923 | \$ 874 |
| Current portion of bank loans payable | 253 | 235 |
| Currency translation effect on current portion of bank loans | 36 | 26 |
| Current portion of bank loans payable | 289 | 261 |
| Long-term portion of bank loans payable | 553 | 591 |
| Currency translation effect on long-term portion of bank loans | 81 | 22 |
| Long-term portion of bank loans payable | \$ 634 | \$ 613 |

Future minimum payments (excluding interest) as at September 30, 2024, were as follows:

| | |
|--|---------------|
| Remainder of Fiscal 2025 | \$ 222 |
| 2026 | 263 |
| 2027 | 242 |
| Thereafter | 196 |
| Total obligations and commitments | \$ 923 |

Future minimum payments (excluding interest) as at June 30, 2024, were as follows:

| | |
|--|---------------|
| 2025 | \$ 260 |
| 2026 | 230 |
| 2027 | 212 |
| Thereafter | 172 |
| Total obligations and commitments | \$ 874 |

13. COMMITMENTS AND CONTINGENCIES

The Company has no capital commitments as at September 30, 2024, as compared to capital commitment of \$ 65 as at June 30, 2024.

Deposits with banks are not fully insured by the local government or agency and are consequently exposed to risk of loss. The Company believes that the probability of bank failure, causing loss to the Company, is remote.

The Company is, from time to time, the subject of litigation claims and assessments arising out of matters occurring in its normal business operations. In the opinion of management, resolution of these matters will not have a material adverse effect on the Company's consolidated financial statements.

14. BUSINESS SEGMENTS

ASC Topic 280, *Segment Reporting*, establishes standards for reporting information about operating segments. Operating segments are defined as components of a reporting entity, the operating results of which are reviewed regularly by the chief operating decision maker ("CODM") to make decisions about resource allocation and to assess performance. Our CODM is our Chief Executive Officer.

In response to changes in our business strategy in an effort to better align with our focus areas and to streamline operations, during the first quarter of Fiscal 2025, our CODM requested changes in the information that he regularly reviews for purposes of allocating resources and assessing performance. As a result, we have updated our reporting and beginning in Fiscal 2025, we report our financial performance based on our new segments, "Semiconductor Back-end Solutions" ("SBS") and "Industrial Electronics" ("IE"), and analyze gross profit and operating income as the measure of segment profitability. We have recast certain prior period amounts to conform to the way we internally manage and monitor segment performance during Fiscal 2025.

Our operating businesses are organized based on the nature of markets. The SBS segment comprises our core semiconductor back-end equipment manufacturing and testing operations that serve the semiconductor industry. Our value-added distribution business, along with our services and equipment manufacturing operations that serve various industries will be reported together in our IE segment. A detailed description of our operating segments as of September 30, 2024 can be found in the overview section within MD&A. A mapping of our previous presentation and the new segments is as presented below:

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- **Manufacturing** – Manufacturing of equipment that solely serves the back-end processes of the semiconductor industry is presented under the SBS segment, and manufacturing of equipment that serves various industries is presented under the IE segment.
- **Testing Services** – Testing services are presented under the SBS segment.
- **Distribution** – Value-added distribution of burn-in test related equipment is presented under the SBS segment, and value-added distribution of other electronic products is presented under the IE segment.
- **Real estate** – Real-estate segment relates to real estate investments made in ChongQing, China. When identifying reportable segments, management evaluates the contribution of each segment to the overall business strategy and whether the segment reported provides meaningful information to users about the Company's performance and prospects. Revenue from the real-estate segment has been below 1% of total revenue in the past five fiscal years due to the negative real-estate environment in China. Effective in Fiscal 2025, management therefore concluded that the real-estate segment is not integral to the Company's operations and does not intend to allocate any additional resources to this segment. As a result, this segment will cease to be a reportable segment in Fiscal 2025, and therefore will be presented under the Others segment.

Our CODM uses total revenue, gross profit, operating income and total assets in assessing segment performance and deciding how to allocate resources. Segment operating income includes corporate allocations. Segment revenues include sales of equipment and services by our segments. Total intersegment sales were \$36 and \$649 in the three months ended September 30, 2024 and September 30, 2023 respectively. Certain corporate costs, including those related to legal, information technology, human resources and shared services are allocated to our segments based on their relative revenues, manpower costs and fixed assets.

The amounts related to revenue and earnings presented as Others include the results of an immaterial real estate business that ceased to be a reportable segment in Fiscal 2025 and includes certain costs incurred at the corporate-level, including the cost of our stock compensation plans not allocated to our reportable segments. Assets presented under Others segment consisted primarily of cash and cash equivalents, prepaid expenses and investment properties.

The cost of equipment, current year investment in new equipment and depreciation expense is allocated into respective reportable segments based on the primary purpose for which the equipment was acquired.

The following segment Information is unaudited for the three months ended September 30, 2024, and September 30, 2023:

Business Segment Information:

| | Three Months Ended Sept. 30, | Net Revenue | Gross Profit Income / (Loss) | Operating Income / (Loss) | Total Assets | Depr. and Amort. | Capital Expenditures |
|----------------------------------|---------------------------------------|----------------|---------------------------------------|---------------------------------|-----------------|------------------------|-------------------------|
| Semiconductor Back-end Solutions | 2024 | \$ 6,879 | \$ 1,794 | \$ 177 | \$ 33,765 | \$ 636 | \$ 133 |
| | 2023 | \$ 7,176 | \$ 1,880 | \$ (40) | \$ 34,102 | \$ 1,385 | \$ 77 |
| Industrial Electronics | 2024 | 2,914 | 539 | (7) | 6,297 | 58 | - |
| | 2023 | 2,783 | 650 | 190 | 8,476 | 68 | - |
| Others | 2024 | 6 | (11) | (37) | 2,878 | 17 | - |
| | 2023 | 7 | (10) | (151) | 2,121 | 18 | - |
| Total Company | 2024 | \$ 9,799 | \$ 2,322 | \$ 133 | \$ 42,940 | \$ 711 | \$ 133 |
| | 2023 | \$ 9,966 | \$ 2,520 | \$ (1) | \$ 44,699 | \$ 1,471 | \$ 77 |

Management periodically evaluates the ongoing contributions of each of its business segments to its current and future revenue and prospects. As a result, it may divest one or more business segments in the future to enable management to concentrate on segments where it anticipates opportunities for future revenue growth, thereby maximizing shareholder value.

15. OTHER (EXPENSE) / INCOME

Other (expense) / income consisted of the following:

| | Three Months Ended | |
|----------------------------|----------------------------------|----------------------------------|
| | Sept. 30, 2024 (Unaudited) | Sept. 30, 2023 (Unaudited) |
| Interest income | \$ 101 | \$ 78 |
| Other rental income | 38 | 36 |
| Exchange (loss) / gain | (506) | 59 |
| Other miscellaneous income | 2 | 23 |
| Total | \$ (365) | \$ 196 |

16. GOVERNMENT GRANTS

| | Three Months Ended | |
|------------------|----------------------------------|----------------------------------|
| | Sept. 30, 2024 (Unaudited) | Sept. 30, 2023 (Unaudited) |
| Government grant | \$ 66 | \$ 73 |

In the three months ended September 30, 2024, the Company received government grants amounting to \$ 66, \$62 of which was an incentive from the Singapore government for local resident recruitment, and \$4 related to capital expenditure subsidy received from the China government.

During the same period in Fiscal 2024, the Company received government grants amounting to \$ 73, \$16 of which was financial assistance received from the Singapore government, and the remaining \$57 from the US government related to Employee Retention Credit ("ERC").

17. INCOME TAX

The provision for income taxes has been determined based upon the tax laws and rates in the countries in which we operate. The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in determining the provision for income taxes and income tax assets and liabilities, including evaluating uncertainties in the application of accounting principles and complex tax laws.

Due to the enactment of the Tax Cuts and Jobs Act, the Company is subject to a tax on global intangible low-taxed income ("GILTI"). GILTI is a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations. Companies subject to GILTI have the option to account for the GILTI tax as a period cost if and when incurred, or to recognize deferred taxes for temporary differences including outside basis differences expected to reverse as GILTI. The Company has elected to account for GILTI as a period cost. GILTI expense was \$nil and \$15 for the three months ended September 30, 2024, and 2023, respectively.

The Company's income tax expense was \$51 for the three months ended September 30, 2024, as compared to \$37 for the same period in Fiscal 2024. Our effective tax rate ("ETR") from continuing operations was (28.5)% and 15.2% for three months ended September 30, 2024 and September 30, 2023, respectively. The increase of income tax expenses is attributable to increase of chargeable income in our China operation which partially offset by lower GILTI tax due to lower chargeable income derived from controlled foreign corporation.

The Company accrues penalties and interest related to unrecognized tax benefits when necessary, as a component of penalties and interest expense, respectively. The Company had no unrecognized tax benefits or related accrued penalties or interest expense at September 30, 2024 and September 30, 2023, respectively.

In assessing the ability to realize the deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on these criteria, management believes it is more likely than not the Company will not realize all of the benefits of the federal, state, and foreign deductible differences. Accordingly, a valuation allowance has been established against portion of the deferred tax assets recorded in the U.S. and various foreign jurisdictions.

18. REVENUE

The Company generates revenue primarily from two segments: Semiconductor Back-end Solutions (SBS) and Industrial Electronics (IE). The Company accounts for a contract with a customer when there is approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. The Company's revenues are measured based on consideration stipulated in the arrangement with each customer, net of any sales incentives and amounts collected on behalf of third parties, such as sales taxes. The revenues are recognized as separate performance obligations that are satisfied by transferring control of the product or service to the customer.

Significant Judgments

The Company's arrangements with its customers include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. A product or service is considered distinct if it is separately identifiable from other deliverables in the arrangement and if a customer can benefit from it on its own or with other resources that are readily available to the customer.

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The Company allocates the transaction price to each performance obligation on a relative standalone selling price basis ("SSP"). Determining the SSP for each distinct performance obligation and allocation of consideration from an arrangement to the individual performance obligations and the appropriate timing of revenue recognition are significant judgments with respect to these arrangements. The Company typically establishes the SSP based on observable prices of products or services sold separately in comparable circumstances to similar clients. The Company may estimate SSP by considering internal costs, profit objectives and pricing practices in certain circumstances.

Warranties, discounts and allowances are estimated using historical and recent data trends. The Company includes estimates in the transaction price only to the extent that a significant reversal of revenue is not probable in subsequent periods. The Company's products and services are generally not sold with a right of return, nor has the Company experienced significant returns from or refunds to its customers.

Products

The Company derives SBS segment revenue from the sale of burn-in and reliability test equipment used in the "back-end" manufacturing processes of semiconductors. Our equipment includes burn-in systems, burn-in boards and related equipment that is used in the testing of structural integrity of integrated circuits.

Under the IE segment, the Company designs, manufactures and distributes an extensive range of test, process and other equipment used in the manufacturing processes of customers in various industries in the consumer and industrial market. The Company also acts as a design-in reseller of a wide range of camera module, LCD displays and touch screen panels.

The Company recognizes revenue at a point in time when the Company has satisfied its performance obligation by transferring control of the product to the customer. The Company uses judgment to evaluate whether the control has transferred by considering several indicators, including whether:

- the Company has a present right to payment;
- the customer has legal title;
- the customer has physical possession;
- the customer has significant risk and rewards of ownership; and
- the customer has accepted the product, or whether customer acceptance is considered a formality based on history of acceptance of similar products (for example, when the customer has previously accepted the same equipment, with the same specifications, and when we can objectively demonstrate that the tool meets all the required acceptance criteria, and when the installation of the system is deemed perfunctory).

Not all indicators need to be met for the Company to conclude that control has transferred to the customer. In circumstances in which revenue is recognized prior to the product acceptance, the portion of revenue associated with its performance obligations of product installation and training services are deferred and recognized upon acceptance.

Majority of equipment sales include a 12-month warranty. The Company generally provides a limited warranty that our products comply with applicable specifications at the time of delivery. Under our standard terms and conditions of sale, liability for certain failures of product during a stated warranty period is usually limited to repair or replacement of defective parts. The Company has concluded that the warranty provided for standard products are assurance type warranties and are not separate performance obligations.

Customized products are generally more complex and, as a result, may contain unforeseen faults that could lead to additional costs for us, including increased servicing or the need to provide product modifications. Warranty provided for customized products are service warranties and are separate performance obligations. Transaction prices are allocated to this performance obligation using cost plus method. The portion of revenue associated with warranty service is deferred and recognized as revenue over the warranty period, as the customer simultaneously receives and consumes the benefits of warranty services provided by the Company.

Services

The Company renders testing services to manufacturers and purchasers of semiconductors and other entities who either lack testing capabilities or whose in-house screening facilities are insufficient. The Company primarily derives services revenue from burn-in test services, manpower supply and other associated services and also from equipment maintenance. SSP is directly observable from the sales orders. Revenue is allocated to performance obligations satisfied at a point in time depending upon terms of the sales order. Generally, there is no other performance obligation other than what has been stated inside the sales order for each of these sales.

Terms of contract that may indicate potential variable consideration include warranty, late delivery penalty and reimbursement to solve non-conformance issues for rejected products. Based on historical and recent data trends, it is concluded that these terms of the contract do not represent potential variable consideration. The transaction price is not contingent on the occurrence of any future event.

Contract Balances

The timing of revenue recognition, billings and collections may result in billed accounts receivable, unbilled receivables, contract assets, customer advances, deposits and contract liabilities. The Company's payment terms and conditions vary by contract type, although terms generally include a requirement of payment of 70% to 90% of total contract consideration within 30 to 60 days of shipment with the remainder payable within 30 days of acceptance. In instances where the timing of revenue recognition differs from the timing of invoicing, the Company has determined that its contracts generally do not include a significant financing component.

The following table is the reconciliation of contract balances.

| | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|---------------------------|----------------------------------|------------------|
| Trade Accounts Receivable | \$ 12,094 | \$ 10,661 |
| Accounts Payable | 2,375 | 3,175 |
| Contract Liabilities | 827 | 754 |

Remaining Performance Obligation

The Company had \$nil remaining performance obligations, which represents our obligation to deliver products and services for both period ended September 30, 2024 and September 30, 2023.

19. EARNINGS PER SHARE

Options to purchase 741,750 shares of Common Stock at exercise prices ranging from \$ 2.53 to \$7.76 per share were outstanding as of September 30, 2024. 180,500 stock options were excluded in the computation of diluted earnings per share ("EPS") for the three months ended September 30, 2024, because they were anti-dilutive.

Options to purchase 684,375 shares of Common Stock at exercise prices ranging from \$ 2.53 to \$7.76 per share were outstanding as of September 30, 2023. 111,500 stock options were excluded in the computation of EPS for the three months ended September 30, 2023, because they were anti-dilutive.

The following table is a reconciliation of the weighted average shares used in the computation of basic and diluted EPS for the period presented herein:

| | Three Months Ended | |
|--|----------------------------------|----------------------------------|
| | Sept. 30, 2024 (Unaudited) | Sept. 30, 2023 (Unaudited) |
| (Loss) / Income attributable to Trio-Tech International common shareholders from continuing operations, net of tax | \$ (240) | \$ 227 |
| Income attributable to Trio-Tech International common shareholders from discontinued operations, net of tax | 4 | 3 |
| Net (Loss) / Income Attributable to Trio-Tech International Common Shareholders | \$ (236) | \$ 230 |
| Weighted average number of common shares outstanding - basic | 4,250 | 4,096 |
| Dilutive effect of stock options | 85 | 184 |
| Number of shares used to compute earnings per share - diluted | <u>4,335</u> | <u>4,280</u> |
| Basic (loss) / earnings per share from continuing operations attributable to Trio-Tech International | \$ (0.06) | \$ 0.06 |
| Basic earnings per share from discontinued operations attributable to Trio-Tech International | - | - |
| Basic (Loss) / Earnings per Share from Net (Loss) / Income Attributable to Trio-Tech International | \$ (0.06) | \$ 0.06 |
| Diluted (loss) / earnings per share from continuing operations attributable to Trio-Tech International | \$ (0.06) | \$ 0.05 |
| Diluted earnings per share from discontinued operations attributable to Trio-Tech International | - | - |
| Diluted (Loss) / Earnings per Share from Net (Loss) / Income Attributable to Trio-Tech International (1*) | \$ (0.06) | \$ 0.05 |

(1*) For periods in which the Company has reported net loss, diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders, because dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

20. STOCK OPTIONS

On September 14, 2017, the Company's Board of Directors unanimously adopted the 2017 Employee Stock Option Plan (the "2017 Employee Plan") and the 2017 Directors Equity Incentive Plan (the "2017 Directors Plan") each of which was approved by the shareholders on December 4, 2017.

Assumptions

The fair value for the stock options granted to both employees and directors was estimated using the Black-Scholes option pricing model with the following weighted average assumptions, assuming:

- An expected life varying from 2.50 to 3.25 years, calculated in accordance with the guidance provided in SEC Staff bulletin No. 110 for plain vanilla options using the simplified method, since the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term
- A risk-free interest rate varying from 0.11% to 4.59% (2024: 0.20% to 4.59%);
- No expected dividend payments; and
- Expected volatility of 47.3% to 73.9% (2024: 47.3% to 72.2%).

2017 Employee Stock Option Plan

The Company's 2017 Employee Plan permits the grant of stock options to its employees covering up to an aggregate of 300,000 shares of Common Stock. In December 2021, the Company's Board of Directors approved an amendment to the 2017 Employee Plan to increase the shares covered thereby from 300,000 shares to an aggregate of 600,000 shares, which amendment was approved by the Company's shareholders at the annual meeting held in December 2021.

Under the 2017 Employee Plan, all options must be granted with an exercise price of no less than fair value as of the grant date and the options granted must be exercisable within a maximum of ten years after the date of grant, or such lesser period of time as is set forth in the stock option agreements. The options may be exercisable (a) immediately as of the effective date of the stock option agreement granting the option, or (b) in accordance with a schedule related to the date of the grant of the option, the date of first employment, or such other date as may be set by the Compensation Committee. Generally, options granted under the 2017 Employee Plan are exercisable within five years after the date of grant and vest over the period as follows: 25% vesting on the grant date and the remaining balance vesting in equal installments on the next three succeeding anniversaries of the grant date. The share-based compensation will be recognized in terms of the grade method on a straight-line basis for each separately vesting portion of the award. Certain option awards provide for accelerated vesting if there is a change in control (as defined in the 2017 Employee Plan).

During the three-month period ended September 30, 2024, there were 40,000 stock options granted and no stock options were exercised under 2017 Employee Plan. The Company recognized \$71 in stock-based compensation expense during the three months ended September 30, 2024.

During the three-month period ended September 30, 2023, there were 48,000 stock options granted and no stock options were exercised under 2017 Employee Plan. The Company recognized \$60 in stock-based compensation expense during the three months ended September 30, 2023.

As of September 30, 2024, there were vested stock options granted under the 2017 Employee Plan covering a total of 164,500 shares of Common Stock. The weighted-average exercise price was \$5.54 and the weighted average remaining contractual term was 2.84 years.

As of September 30, 2023, there were vested stock options granted under the 2017 Employee Plan covering a total of 152,875 shares of Common Stock. The weighted-average exercise price was \$4.55 and the weighted average remaining contractual term was 2.31 years.

A summary of option activities under the 2017 Employee Plan during the three months ended September 30, 2024, is presented as follows:

| | Options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value |
|-----------------------------------|----------------|--|--|---------------------------------|
| Outstanding at July 1, 2024 | 270,750 | \$ 5.35 | 3.43 | \$ 268 |
| Granted | 40,000 | 6.17 | - | - |
| Exercised | - | - | - | - |
| Forfeited or expired | - | - | - | - |
| Outstanding at September 30, 2024 | <u>310,750</u> | <u>5.45</u> | <u>3.38</u> | <u>142</u> |
| Exercisable at September 30, 2024 | <u>164,500</u> | <u>5.54</u> | <u>2.84</u> | <u>73</u> |

A summary of the status of the Company's non-vested employee stock options during the three months ended September 30, 2024, is presented below:

| | Options | Weighted Average Grant-Date Fair Value |
|----------------------------------|----------------|---|
| Non-vested at July 1, 2024 | 134,500 | \$ 5.12 |
| Granted | 40,000 | 5.65 |
| Vested | (28,250) | - |
| Non-vested at September 30, 2024 | <u>146,250</u> | <u>5.35</u> |

A summary of option activities under the 2017 Employee Plan during the three months ended September 30, 2023, is presented as follows:

| | Options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value |
|-----------------------------------|----------------|--|--|---------------------------------|
| Outstanding at July 1, 2023 | 216,375 | \$ 4.89 | 2.92 | \$ 140 |
| Granted | 48,000 | 4.88 | - | - |
| Exercised | - | - | - | - |
| Forfeited or expired | - | - | - | - |
| Outstanding at September 30, 2023 | <u>264,375</u> | <u>4.88</u> | <u>3.05</u> | <u>\$ 590</u> |
| Exercisable at September 30, 2023 | <u>152,875</u> | <u>4.55</u> | <u>2.30</u> | <u>\$ 390</u> |

A summary of the status of the Company's non-vested employee stock options during the three months ended September 30, 2023, is presented below:

| | Options | Weighted Average Grant-Date Fair Value |
|----------------------------------|----------------|---|
| Non-vested at July 1, 2023 | 81,750 | \$ 5.53 |
| Granted | 48,000 | 4.81 |
| Vested | (18,250) | - |
| Non-vested at September 30, 2023 | <u>111,500</u> | <u>\$ 5.34</u> |

2017 Directors Equity Incentive Plan

The 2017 Directors Plan permits the grant of options to its directors in the form of non-qualified options and restricted stock, and initially covered up to an aggregate of 300,000 shares of Common Stock. In September 2020, the Company's Board of Directors approved an amendment to the 2017 Directors Plan to increase the shares covered thereby from 300,000 shares to an aggregate of 600,000 shares, which amendment was approved by the Company's shareholders at the annual meeting held in December 2020. In October 2023, the Company's Board of Directors approved an amendment to the 2017 Directors Plan to increase the shares covered thereby from 600,000 shares to an aggregate of 900,000 shares, which amendment was approved by the Company's shareholders at the annual meeting held in December 2023.

Under the 2017 Directors Plan, the exercise price of the non-qualified options is required to be 100% of the fair value of the underlying shares on the grant date. The options have five-year contractual terms and are exercisable immediately as of the grant date.

During the three-month period ended September 30, 2024, and 2023, respectively, the Company did not grant any options pursuant to the 2017 Directors Plan. There were no stock options exercised and the Company did not recognize any stock-based compensation expense during the three months ended September 30, 2024, and 2023 respectively.

As all the stock options granted under the 2017 Directors Plan vest immediately on the date of grant, there were no unvested stock options granted under the 2017 Directors Plan as of September 30, 2024, or September 30, 2023.

As of September 30, 2024, there were vested stock options granted under the 2017 Directors Plan covering a total of 431,000 shares of Common Stock. The weighted average exercise price was \$5.24 and the weighted average remaining contractual term was 2.63 years.

As of September 30, 2023, there were vested stock options granted under the 2017 Directors Plan covering a total of 420,000 shares of Common Stock. The weighted average exercise price was \$4.91 and the weighted average remaining contractual term was 2.66 years.

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A summary of option activities under the 2017 Directors Plan during the three months ended September 30, 2024, is presented as follows:

| | Options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value |
|-----------------------------------|----------------|--|--|---------------------------------|
| Outstanding at July 1, 2024 | 431,000 | \$ 5.24 | 2.88 | \$ 531 |
| Granted | - | - | - | - |
| Exercised | - | - | - | - |
| Forfeited or expired | - | - | - | - |
| Outstanding at September 30, 2024 | <u>431,000</u> | <u>5.24</u> | <u>2.63</u> | <u>349</u> |
| Exercisable at September 30, 2024 | <u>431,000</u> | <u>\$ 5.24</u> | <u>2.63</u> | <u>\$ 349</u> |

A summary of option activities under the 2017 Directors Plan during the three months ended September 30, 2023, is presented as follows:

| | Options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value |
|-----------------------------------|----------------|--|--|---------------------------------|
| Outstanding at July 1, 2023 | 420,000 | \$ 4.91 | 2.66 | \$ 309 |
| Granted | - | - | - | - |
| Exercised | - | - | - | - |
| Forfeited or expired | - | - | - | - |
| Outstanding at September 30, 2023 | <u>420,000</u> | <u>\$ 4.91</u> | <u>2.66</u> | <u>\$ 954</u> |
| Exercisable at September 30, 2023 | <u>420,000</u> | <u>\$ 4.91</u> | <u>2.66</u> | <u>\$ 954</u> |

21. LEASES

Company as Lessor

Operating leases under which the Company is the lessor arise from leasing the Company's commercial real estate investment property to third parties. Initial lease terms generally range from 12 to 60 months. Depreciation expense for assets subject to operating leases is taken into account primarily on the straight-line method over a period of 20 years in amounts necessary to reduce the carrying amount of the asset to its estimated residual value. Depreciation expense relating to the property held as investments in operating leases was \$17 for the three months ended September 30, 2024 and September 30, 2023, respectively.

Future minimum rental income in China and Thailand to be received from Fiscal 2025 to the fiscal year ended June 30, 2029 ("Fiscal 2029") on non-cancelable operating leases is contractually due as follows as of September 30, 2024:

| | |
|-------------------|---------------|
| Remainder of 2025 | \$ 115 |
| 2026 | 58 |
| 2027 | 31 |
| 2028 | 18 |
| 2029 | 6 |
| | <u>\$ 228</u> |

Future minimum rental income in China and Thailand to be received from Fiscal 2025 to Fiscal 2027 on non-cancelable operating leases is contractually due as follows as of June 30, 2024:

| | |
|------|---------------|
| 2025 | \$ 131 |
| 2026 | 44 |
| 2027 | 16 |
| | <u>\$ 191</u> |

Company as Lessee

The Company is the lessee under operating leases for corporate offices and manufacturing and testing facilities with remaining lease terms of one year to four years and finance leases for plant and equipment.

Supplemental balance sheet information related to leases was as follows (in thousands):

| Components of Lease Balances | Sept. 30, 2024 (Unaudited) | June 30, 2024 |
|---|----------------------------------|------------------|
| Finance Leases (Plant and Equipment) | | |
| Plant and equipment, at cost | \$ 1,854 | \$ 1,649 |
| Accumulated depreciation | (1,263) | (1,091) |
| Plant and Equipment, Net | \$ 591 | \$ 558 |
| Current portion of finance leases | \$ 49 | \$ 57 |
| Net of current portion of finance leases | 24 | 34 |
| Total Finance Lease Liabilities | \$ 73 | \$ 91 |
| Operating Leases (Corporate Offices, Manufacturing and Testing Facilities) | | |
| Operating lease right-of-use assets, Net | \$ 1,626 | \$ 1,887 |
| Current portion of operating leases | 1,095 | 1,162 |
| Net of current portion of operating leases | 531 | 725 |
| Total Operating Lease Liabilities | \$ 1,626 | \$ 1,887 |

| | Three Months Ended | |
|-------------------------------------|----------------------------------|----------------------------------|
| | Sept. 30, 2024 (Unaudited) | Sept. 30, 2023 (Unaudited) |
| Lease Cost | | |
| Finance lease cost: | | |
| Interest on finance lease | \$ 1 | \$ 13 |
| Amortization of right-of-use assets | 15 | 55 |
| Total finance lease cost | 16 | 68 |
| Operating Lease Costs | \$ 388 | \$ 362 |

Other information related to leases was as follows (in thousands except lease term and discount rate):

| | Three Months Ended | |
|---|----------------------------------|----------------------------------|
| | Sept. 30, 2024 (Unaudited) | Sept. 30, 2023 (Unaudited) |
| Cash Paid for Amounts Included in the Measurement of Lease Liabilities | | |
| Operating cash flows from finance leases | \$ (1) | \$ (2) |
| Operating cash flows from operating leases | (363) | (346) |
| Finance cash flows from finance leases | (23) | (26) |
| Right-of-Use Assets Obtained in Exchange for New Operating Lease Liabilities | - | 932 |
| Weighted-Average Remaining Lease Term: | | |
| Finance leases | 1.73 | 1.61 |
| Operating leases | 1.42 | 2.25 |
| Weighted-Average Discount Rate: | | |
| Finance leases | 2.35% | 2.99% |
| Operating leases | 5.41% | 5.61% |

As of September 30, 2024, the maturities of the Company's operating and finance lease liabilities are as follow:

| | Operating Lease Liabilities | Finance Lease Liabilities |
|--|-----------------------------------|---------------------------------|
| Fiscal Year | | |
| Remainder of Fiscal 2025 | 914 | 40 |
| 2026 | 690 | 36 |
| 2027 | 92 | - |
| Total future minimum lease payments | \$ 1,696 | \$ 76 |
| Less: amount representing interest | (70) | (3) |
| Present value of net minimum lease payments | \$ 1,626 | \$ 73 |
| Presentation on statement of financial position | | |
| Current | 1,095 | 49 |
| Non-Current | 531 | 24 |

As of June 30, 2024, future minimum lease payments under finance leases and noncancelable operating leases were as follows:

| | Operating Lease Liabilities | Finance Lease Liabilities |
|--|-----------------------------------|---------------------------------|
| Fiscal Year | | |
| 2025 | \$ 1,234 | \$ 61 |
| 2026 | 658 | 34 |
| 2027 | 86 | - |
| Total future minimum lease payments | \$ 1,978 | \$ 95 |
| Less: amount representing interest | (91) | (4) |
| Present value of net minimum lease payments | \$ 1,887 | \$ 91 |
| Presentation on statement of financial position | | |
| Current | \$ 1,162 | \$ 57 |
| Non-Current | 725 | 34 |

22. FAIR VALUE OF FINANCIAL INSTRUMENTS APPROXIMATE CARRYING VALUE

In accordance with ASC Topics 825 and 820, the following presents assets and liabilities measured and carried at fair value and classified by level of fair value measurement hierarchy:

There were no transfers between Levels 1 and 2 during the three months ended September 30, 2024 and year ended June 30, 2024.

Term deposits (Level 2) – The carrying amount approximates fair value because of the short maturity of these instruments.

Restricted term deposits (Level 2) – The carrying amount approximates fair value because of the short maturity of these instruments.

Lines of credit (Level 3) – The carrying value of the lines of credit approximates fair value due to the short-term nature of the obligations.

Bank loans payable (Level 3) – The carrying value of the Company's bank loans payable approximates its fair value as the interest rates associated with long-term debt is adjustable in accordance with market situations when the Company borrowed funds with similar terms and remaining maturities.

23. CONCENTRATION OF CUSTOMERS

The Company had three major customers that accounted for the following revenue and trade account receivables:

| | For the Three Months Ended Sept. 30, | |
|----------------------------------|---|---------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) |
| Revenue | | |
| - Customer A | 22.5% | 25.2% |
| - Customer B | 21.8% | 15.9% |
| - Customer C | 10.6% | 14.8% |
| Trade Account Receivables | | |
| - Customer A | 22.1% | 22.6% |
| - Customer B | 23.7% | 24.9% |
| - Customer C | 15.2% | 18.2% |

TRIO-TECH INTERNATIONAL AND SUBSIDIARIES

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

Overview

The following should be read in conjunction with the condensed consolidated financial statements and notes in Item 1 above and with the audited consolidated financial statements and notes, the information under the headings "Management's discussion and analysis of financial condition and results of operations" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2024 ("Fiscal 2024").

Trio-Tech International ("TTI") was incorporated in 1958 under the laws of the State of California. As used herein, the term "Trio-Tech" or "Company" or "we" or "us" or "Registrant" includes Trio-Tech International and its subsidiaries unless the context otherwise indicates. Our mailing address and executive offices are located at Block 1008 Toa Payoh North, Unit 03-09 Singapore 318996, and our telephone number is (65) 6265 3300.

The Company has traditionally been a provider of reliability test equipment and services to the semiconductor and other industries. Our customers rely on us to verify that their semiconductor components meet or exceed the rigorous reliability standards demanded for automotive electronics, industrial electronics, computing and data storage, consumer electronics, and communication markets. We act as a global one-stop solution for our customers by designing and building reliability test solutions and offering comprehensive testing services. The Company also develops and manufactures an extensive range of equipment used in the manufacturing processes of semiconductors and various other industries.

In the first quarter of Fiscal 2025, we made changes in our business strategy in an effort to better align with our focus areas and to streamline operations. While the semiconductor industry is and will remain a major market for Trio-Tech, an important component of our strategy is to reduce our historic concentration on this industry. As a result, we have decided to organize our operating businesses based on the markets that we serve. Beginning in Fiscal 2025, we report our financial performance based on our new segments, Semiconductor Back-end Solutions and Industrial Electronics.

"Semiconductor Back-end Solutions" ("SBS") segment comprises of our core semiconductor back-end manufacturing and testing operations that serve the semiconductor industry. Our value-added distribution business, along with our services and equipment manufacturing operations that serve various industries will be reported together in our "Industrial Electronics" ("IE") segment. A mapping of our previous presentation and the revised segments is as presented below:

- Manufacturing – Manufacturing of equipment that solely serves the back-end processes of the semiconductor industry is presented under the SBS segment, and manufacturing of equipment that serves various industries is presented under the IE segment.
- Testing Services – Testing services are presented under the SBS segment
- Distribution – Value-added distribution of burn-in test related equipment is presented under the SBS segment, and value-added distribution of other electronic products are presented under the IE segment.
- Real estate – Real-estate segment relates to real estate investments made in ChongQing, China. When identifying reportable segments, management evaluates the contribution of each segment to our overall business strategy and whether the segment reported provides meaningful information to users about the Company's performance and prospects. Revenue from the real-estate segment has been below 1% of total revenue in the past five fiscal years due to the negative real-estate environment in China. Effective in Fiscal 2025, management therefore concluded that the real-estate segment is not integral to the Company's operations and does not intend to allocate any additional resources to this segment. As a result, this segment will cease to be a reportable segment in Fiscal 2025, and therefore will be presented under the Others segment.

The types of products and services provided by each segment are summarized below:

Semiconductor Back-end Solutions (SBS)

The SBS segment of the Company designs and manufactures an extensive range of burn-in and reliability test equipment used in the "back-end" manufacturing processes of semiconductors. Our equipment includes burn-in systems, burn-in boards and related equipment that is used in the testing of structural integrity of integrated circuits. We also act as an extended development team of Integrated Device Manufacturers ("IDMs") and Fabless semiconductor companies in the testing process with our expert technical skills, especially in the New Product Introduction ("NPI") process.

The Company also provides comprehensive electrical, environmental, and burn-in testing services to semiconductor manufacturers in our testing laboratories in Asia. Our customers include both manufacturers and end users of semiconductor and electronic components who look to us when they decide to outsource their testing process. We also support the asset-light strategy of our customers by setting up test facilities and providing component level, package level and system level testing services with expert technology that improves the productivity of our customers. The independent tests are performed to industry and customer specific standards.

Industrial Electronics (IE)

The IE segment of the Company includes the design, manufacture and distribution of an extensive range of test, process and other equipment used in the manufacturing processes of customers in various industries in the consumer and industrial market. Our equipment includes environmental chambers, leak detectors, autoclaves, centrifuges, dynamic testers, HAST testers, temperature-controlled chucks, and more. This segment also provides preventive maintenance, calibration services, repair services and upgrading and refurbishment services for temperature, humidity and pressurization equipment.

In addition to marketing our proprietary products, we distribute mechanical, electrical and electronic products made by manufacturers around the world. The products include environmental chambers, mechanical shock and vibration testers, specialized equipment for aerospace applications and more. We also distribute a wide range of components such as connectors, sockets, cables, LCD displays and touch screen panels. We act as value-added resellers by enhancing the value of the distributed products by customizing each to the needs of our customers through our expert engineering and integration services. We also support our customers as their extended research and development arm in product design, leveraging the expert skills of our component engineers and design engineers.

Critical Accounting Estimates & Policies

The preparation of our Condensed Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions in applying our accounting policies that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base these estimates and assumptions on historical experience and evaluate them on an ongoing basis to ensure that they remain reasonable under current conditions. Actual results could differ from those estimates. We discuss the development and selection of the critical accounting estimates with the Audit Committee of our Board of Directors on a quarterly basis, and the Audit Committee has reviewed our related disclosure in this Quarterly Report on Form 10-Q.

There have been no material changes in our critical accounting estimates and policies since our Annual Report on Form 10-K for Fiscal 2024. Refer to Note 1 "Basis of Presentation and Summary of Significant Accounting Policies" to our Condensed Consolidated Financial Statements for additional details. In addition, please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Part II, Item 7 of our Annual Report on Form 10-K for Fiscal 2024 for a complete description of our critical accounting policies and estimates.

First Quarter Fiscal Year 2025 Highlights

- Total revenue decreased by \$167, or 1.7%, to \$9,799 in the first quarter of Fiscal 2025, compared to \$9,966 for the same period in Fiscal 2024.
- Semiconductor Back-end Solutions segment revenue decreased by \$297, or 4.1% to \$6,879 for the first quarter of Fiscal 2025, compared to \$7,176 for the same period in Fiscal 2024.
- Industrial Electronics segment revenue increased by \$131, or 4.7%, to \$2,914 for the first quarter of Fiscal 2025, compared to \$2,783 for the same period in Fiscal 2024.
- The overall gross profit margin decreased by 1.6% to 23.7% for the first quarter of Fiscal 2025, from 25.3% for the same period in Fiscal 2024.
- General and administrative expense decreased by \$194, or 9.0%, to \$1,964 for the first quarter of Fiscal 2025, from \$2,158 for the same period in Fiscal 2024.
- Selling expense decreased by \$37, or 19.8%, to \$150 for the first quarter of Fiscal 2025, from \$187 for the same period in Fiscal 2024.
- Income from operations was \$133 for the first quarter of Fiscal 2025, an increase of \$134 as compared to loss from operations of \$1 for the same period in Fiscal 2024.
- Other expenses increased by \$561, or 286.2%, to \$365 for the first quarter of Fiscal 2025, from other income of \$196 for the same period in Fiscal 2024.
- Income tax expense was \$51 in the first quarter of Fiscal 2025, an increase of \$14 as compared to \$37 in the same period in Fiscal 2024.
- During the first quarter of Fiscal 2025, loss from continuing operations before non-controlling interest, net of tax was \$230, as compared to income from continuing operations before non-controlling interest of \$207 for the same period in Fiscal 2024.
- Net income attributable to non-controlling interest for the first quarter of Fiscal 2025 was \$13, an increase of \$36 as compared to net loss of \$23 in the same period in Fiscal 2024.
- Basic loss per share for the first quarter of Fiscal 2025 was \$0.06, as compared to earnings per share of \$0.06 in the same period in Fiscal 2024.
- Diluted loss per share for the first quarter of Fiscal 2025 was \$0.06, as compared to earnings per share of \$0.05 in the same period in Fiscal 2024.
- Total assets increased by \$400 to \$42,940 as of September 30, 2024, compared to \$42,540 as of June 30, 2024.
- Total liabilities decreased by \$1,462 to \$9,500 as of September 30, 2024, compared to \$10,962 as of June 30, 2024.

Results of Operations and Business Outlook

The following table sets forth our revenue components for three months ended September 30, 2024 and 2023.

Revenue Components

| | Three Months Ended | |
|--|----------------------------------|----------------------------------|
| | Sept. 30, 2024 (Unaudited) | Sept. 30, 2023 (Unaudited) |
| Semiconductor Back-end Solutions (SBS) | 70.2% | 72.0% |
| Industrial Electronics (IE) | 29.7% | 27.9% |
| Others | 0.1% | 0.1% |
| Total | <u>100%</u> | <u>100%</u> |

Revenue for the three months ended September 30, 2024 was \$9,799, a decrease of \$167 when compared to the revenue of \$9,966 for the same period of Fiscal 2024. As a percentage, revenue decreased by 1.7% for the three months ended September 30, 2024, when compared to revenue for the same period of Fiscal 2024.

Revenue within our three current segments for the three months ended September 30, 2024, is discussed below.

Semiconductor Back-end Solutions (SBS)

Revenue in the SBS segment as a percentage of total revenue was 70.2% and 72.0% for the three months ended September 30, 2024, a decrease of 1.8% of total revenue when compared to 72.0% in the same period of Fiscal 2024. Total SBS revenue decreased by \$297 to \$6,879 from \$7,176 for the three months ended September 30, 2024, respectively.

SBS revenue decreased as a result of lower demand for testing services, but this was partially offset by increased product sales in the Singapore operation.

Demand for service in SBS segment depends on the overall outlook of the semiconductor industry and any changes taking place in the market and our customers' forecasts. As it is challenging to forecast fluctuations in the market accurately, management believes it is necessary to maintain testing facilities in close proximity to the customers in order to make it convenient for them to send us their newly manufactured parts for testing and to enable us to maintain a share of the market.

Demand for products in SBS segment is dependent on semiconductor capital spending, which is likely to slow down over the next two quarters, with a potential improvement thereafter.

Industrial Electronics (IE)

Revenue in the IE segment as a percentage of total revenue was 29.7% for the three months ended September 30, 2024, an increase of 1.8% of total revenue when compared to 27.9% in the same period of Fiscal 2024. Total IE revenue increased by \$131 as compared to the same period in Fiscal 2024.

There has been a recovery of the demand for electronics components and display products from our customers compared to the same period of Fiscal 2024. Demand for the Industrial electronics segment varies depending on the demand for our customers' products, the changes taking place in the market, and capital spending budgets and forecasts of our customers. Hence it is difficult to forecast fluctuations in the market accurately.

Uncertainties and Remedies

There are several influencing factors which create uncertainties when forecasting performance, such as the changing nature of technology, specific customer requirements, decline in demand for certain types of burn-in devices or equipment, decline in demand for testing services and fabrication services, and other factors. One factor that influences uncertainty is the highly competitive nature of the semiconductor industry. Additionally, certain customers are unable to provide a forecast of the products required in the upcoming weeks, rendering it, difficult to plan adequate resources needed to meet these customers' requirements because of short lead time and last-minute order confirmation. This will normally result in a lower margin for these products as it is often more expensive to purchase materials in a short time frame. However, the Company has taken certain actions and formulated certain plans to deal with and to help mitigate these unpredictable factors. For example, to meet manufacturing customers' demands upon short notice, the Company maintains higher inventories but continues to work closely with its customers to avoid stockpiling. We believe that we have improved customer service through our efforts to keep our staff up to date on the newest technology and stressing the importance of understanding and meeting the stringent requirements of our customers. Finally, the Company is exploring new markets and products, looking for new customers, and upgrading and improving burn-in technology while at the same time searching for improved testing methods for higher technology chips.

The Company's primary exposure to movements in foreign currency exchange rates relates to non-U.S. dollar-denominated sales and operating expense in its subsidiaries. Strengthening of the United States dollar ("U.S. Dollar") relative to foreign currencies adversely affects the U.S. Dollar value of the Company's foreign currency-denominated sales and earnings, and generally leads the Company to raise international pricing, potentially reducing demand for the Company's products. Margins on sales of the Company's products in foreign countries and on sales of products that include components obtained from foreign suppliers could be materially adversely affected by foreign currency exchange rate fluctuations. In some circumstances, for competitive or other reasons, the Company may decide not to raise local prices to fully offset the U.S. Dollar's strengthening, or at all, which would adversely affect the U.S. Dollar value of the Company's foreign currency-denominated sales and earnings. Conversely, a strengthening of foreign currencies relative to the U.S. Dollar, while generally beneficial to the Company's foreign currency denominated sales and earnings, could cause the Company to reduce international pricing, thereby limiting the benefit. Additionally, strengthening of foreign currencies may also increase the Company's cost of product components denominated in those currencies, thus adversely affecting gross margins.

As of September 2024, although we have seen improvements in both our operations and those of our suppliers, we may continue to experience supply shortages as well as inflationary cost pressures in at least the near term. Risks and uncertainties related to supply chain challenges, and inflationary pressures may continue to negatively impact our revenue and gross margin. We continue to monitor and evaluate the business impact to react proactively.

On August 9, 2022, the CHIPS and Science Act of 2022 ("CHIPS Act") was enacted in the U.S. The CHIPS Act will provide financial incentives to the semiconductor industry which are primarily directed at manufacturing activities within the U.S. We continue to evaluate the business impact and potential opportunities related to the CHIPS Act. As of date, we do not see any direct effect of the CHIPS Act on the Company in the foreseeable future.

Comparison of the Three Months Ended September 30, 2024, and September 30, 2023

The following table sets forth certain consolidated statements of income data as a percentage of revenue for the three months ended September 30, 2024 and 2023 respectively:

| | Three Months Ended September 30, | |
|--|-------------------------------------|---------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) |
| Revenue | 100.0% | 100.0% |
| Cost of sales | 76.3% | 74.7% |
| Gross Margin | 23.7% | 25.3% |
| Operating expense | | |
| General and administrative | 20.0% | 21.6% |
| Selling | 1.5% | 1.9% |
| Research and development | 0.9% | 0.9% |
| (Gain) / Loss on disposal of property, plant and equipment | (0.1)% | 0.9% |
| Total operating expense | 22.3% | 25.3% |
| Income / (Loss) from Operations | 1.4% | 0.0% |

Overall Gross Margin

Overall gross margin as a percentage of revenue decreased by 1.6% to 23.7% for the three months ended September 30, 2024, from 25.3% for the same period of Fiscal 2024. Gross profits decreased by \$198 to \$2,322 for the three months ended September 30, 2024, from \$2,520 for the same period in Fiscal 2024.

Gross profit margin as a percentage of revenue in the SBS segment decreased marginally to 26.1% for the three months ended September 30, 2024, as compared to 26.2% for the same period in Fiscal 2024. The company managed to maintain its gross profit margin at the same level despite a decline in revenue, attributed to effective cost control measures implemented across the company and reduced depreciation charges since some of the assets in China operations were fully depreciated as at end of second quarter of previous fiscal year. In absolute dollar amounts, gross profit in the SBS segment for the three months ended September 30, 2024, was \$1,794, indicating a decrease of \$174, compared to \$1,880 in the same period in Fiscal 2024. The decrease in absolute dollar of gross profit margin is attributed to the decrease in sales.

Gross profit margin as a percentage of revenue in the IE segment decreased by 4.6% to 18.5% for the three months ended September 30, 2024, compared to 23.1% in the same period in Fiscal 2024. In absolute dollar amounts, gross profit in the IE segment for the three months ended September 30, 2024, was \$539, indicating a decrease of \$23, compared to \$562 in the same period in Fiscal 2024. Gross profit margin of the Industrial Electronics segment is not only affected by the market price of the products we sell, but also the mix of products, which frequently changes because of fluctuations in market demand. Gross profit margin declined despite revenue growth, primarily due to an increase in sales of lower-margin products.

Operating Expense

Operating expense for the three months ended September 30, 2024 and 2023 was as follows:

| | Three Months Ended September 30, | |
|--|-------------------------------------|---------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) |
| General and administrative | \$ 1,964 | \$ 2,158 |
| Selling | 150 | 187 |
| Research and development | 88 | 85 |
| (Gain) / Loss on disposal of property, plant and equipment | (13) | 91 |
| Total | \$ 2,189 | \$ 2,521 |

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General and administrative expense decreased by \$194, or 9.0%, from \$2,158 to \$1,964 for the three months ended September 30, 2024, compared to the same period in Fiscal 2024. The decrease in general and administrative expense was mainly attributable to lower remuneration related expenses compared to same period of Fiscal 2024.

Selling expense decreased by \$37, or 19.8%, from \$187 to \$150 for the three months ended September 30, 2024, compared to the same period in Fiscal 2024. The decrease in selling expense was primarily attributable to a decrease in commission-based sales.

Income / (Loss) from Operations

Income from operations was \$133 for the three months ended September 30, 2024, an increase of \$134, compared to loss of \$1 from operations for the same period in Fiscal 2024. The increase was primarily driven by lower operating expenses resulting from effective cost control measures.

Interest Expense

Interest expense for the three months ended September 30, 2024 and 2023 was as follows:

| | Three Months Ended September 30, | |
|------------------|-------------------------------------|---------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) |
| Interest expense | \$ 13 | \$ 24 |

Interest expense was \$13 for the three months ended September 30, 2024, a decrease of \$11, or 45.8%, compared to \$24 for the same period of Fiscal 2024 due to lower utilization of credit facilities. As of September 30, 2024, the Company had an unused line of credit of \$6,134 as compared to \$6,205 as at September 30, 2023.

Other (Expense) / Income

Other (Expense) / Income for the three months ended September 30, 2024 and 2023 was as follows:

| | Three Months Ended September 30, | |
|----------------------------|-------------------------------------|---------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) |
| Interest income | \$ 101 | \$ 78 |
| Other rental income | 38 | 36 |
| Exchange (loss) / gain | (506) | 59 |
| Other miscellaneous income | 2 | 23 |
| Total | \$ (365) | \$ 196 |

Other expense increased by \$561 from other income of \$196 to other loss of \$365 for the three months ended September 30, 2024 compared to the same period in Fiscal 2024. The increase was primarily driven by an unfavorable foreign currency impact, with an unrealized translation effect of \$460 for the three months ended September 30, 2024, compared to \$81 for the same period in Fiscal 2024.

Our net income is impacted by the overall strengthening or weakening of the U.S. dollar since the functional currency of our foreign subsidiaries is not the U.S. dollar. During the three months ended September 30, 2024, exchange rate movement negatively impacted our net income due to the strengthening of the Singapore dollars against the U.S. dollar.

Government Grant

| | Three Months Ended September 30, | |
|------------------|-------------------------------------|---------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) |
| Government Grant | \$ 66 | \$ 73 |

In the three months ended September 30, 2024, the Company received government grants amounting to \$66, \$62 of which was an incentive from the Singapore government for local resident recruitment, and \$4 related to capital expenditure subsidy received from the China government.

During the same period in Fiscal 2024, the Company received government grants amounting to \$73, \$16 of which was financial assistance received from the Singapore government, and the remaining \$57 from the US government related to Employee Retention Credit ("ERC").

Income Tax Expense

The Company's income tax expense was \$51 and \$37 for the three months ended September 30, 2024, and 2023, respectively. Income tax expense increased due to increase of chargeable income in our China operation which partially offset by lower GILTI tax due to lower chargeable income derived from controlled foreign corporation.

Non-controlling Interest

As of September 30, 2024, we held a 55% interest in Trio-Tech (Malaysia) Sdn. Bhd., Trio-Tech (Kuala Lumpur) Sdn. Bhd., SHI International Pte. Ltd., and 52% interest in PT. SHI Indonesia. We also held a 76% interest in Prestal Enterprise Sdn. Bhd and 51% interest in Trio-tech JiangSu Co. Ltd. The share of non-controlling interest in the net income from the subsidiaries for the three months ended September 30, 2024 was \$13 compared to the share of loss from the non-controlling interest of \$23 for the same period of Fiscal 2024. The increase in the net income shared by non-controlling interest in the subsidiaries was attributable to the increase in net income generated by the Company's Malaysia operations.

Net (Loss) / Income Attributable to Trio-Tech International Common Shareholders

Net loss attributable to Company's common shareholders was \$236 for the three months ended September 30, 2024, a change of \$466, compared to a net income of \$230 for the same period in Fiscal 2024.

(Loss) / Earnings per Share

Basic loss per share from continuing operations were \$0.06 for three months ended September 30, 2024 as compared to basic earnings per share of \$0.06 for the same period of Fiscal 2024. Basic earnings per share from discontinued operations were \$nil for three months ended September 30, 2024 and September 30, 2023 respectively.

Diluted loss per share from continuing operations were \$0.06 for three months ended September 30, 2024 as compared to diluted earnings per share of \$0.05 for the same period of Fiscal 2024. Diluted earnings per share from discontinued operations were \$nil for three months ended September 30, 2024 and September 30, 2023.

Segment Information

The revenue, gross margin, and income / (loss) from operations for each segment during the first quarter of Fiscal 2025 and Fiscal 2024 are presented below. As the revenue and gross margin for each segment were discussed in the previous section, only the comparison of income / (loss) from operations is discussed below.

Semiconductor Back-end Solutions (SBS)

The revenue, gross margin and income / (loss) from operations for the SBS segment for the three months ended September 30, 2024 and 2023 were as follows:

| | Three Months Ended September 30, | |
|--|-------------------------------------|---------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) |
| Revenue | \$ 6,879 | \$ 7,176 |
| Gross margin | 26.1% | 26.2% |
| Income / (Loss) from operations | \$ 177 | \$ (40) |

Income from operations from the SBS segment was \$177 compared to loss from operations of \$40 in the same period in Fiscal 2024. The increase in income from operations was mainly due to a decrease in operating expenses. Operating expense was \$1,618 and \$1,920 for the three months ended September 30, 2024 and 2023, respectively. The decrease in operating expense incurred in three months ended September 30, 2024 compared to the same period in Fiscal 2024 was mainly attributable to lower remuneration related expenses and corporate expenses. SBS also incurred a loss from disposal of fixed asset in the three months ended September 30, 2023.

Industrial Electronics (IE)

The revenue, gross margin, and (loss) / income from operations for the IE segment for the three months ended September 30, 2024 and 2023 were as follows:

| | Three Months Ended September 30, | |
|--|-------------------------------------|---------------------|
| | 2024 (Unaudited) | 2023 (Unaudited) |
| Revenue | \$ 2,914 | \$ 2,783 |
| Gross margin | 18.5% | 23.4% |
| (Loss) / Income from operations | \$ (7) | \$ 190 |

Loss from operations in the IE segment for the three months ended September 30, 2024, was \$7, a decrease of \$197 from income from operations of \$190 in the same period in Fiscal 2024. The decrease was mainly attributable to a decrease in gross profit due to lower margin sales. Operating expense was \$546 and \$460 for the three months ended September 30, 2024 and 2023, respectively. The increase was mainly due to higher general and administrative expenses and corporate expenses.

Financial Condition

During the three months ended September 30, 2024, total assets increased by \$400 to \$42,940 compared to \$42,540 as of June 30, 2024. The increase was primarily due to an increase in trade accounts receivable, other receivables, property, plant and equipment and restricted term deposits which was partially offset by a decrease in cash and cash equivalents, inventories, operating lease right-of-use assets and other assets.

Cash and cash equivalents were \$8,948 at September 30, 2024, reflecting a decrease of \$1,087 from \$10,035 as at June 30, 2024. This decrease is primarily due to payments made to suppliers, who have shorter payment terms compared to our customers, who are on longer payment terms.

The trade accounts receivable balance as of September 30, 2024 increased by \$1,433 to \$12,094, from \$10,661 as at June 30, 2024, primarily due to foreign currency exchange movement between June 30, 2024 and September 30, 2024 coupled with an increase in revenue from customers that have longer credit term in Singapore operations. The number of days' sales outstanding in accounts receivables for the group was 104 days and 90 days for the first quarter of Fiscal 2025 and the end of Fiscal 2024, respectively.

Other receivables at September 30, 2024, were \$655, an increase of \$114, compared to \$541 as at June 30, 2024. The increase was mainly due to receivables relating to expense reimbursement from customers, and refundable services taxes in the Singapore operation.

Inventories at September 30, 2024, were \$2,872, a decrease of \$290, compared to \$3,162 as at June 30, 2024. The decrease in inventories is mainly attributed to fulfilment of orders in our Singapore operations. The volume of purchase have also reduced in response to a slowdown in customer demand.

Prepaid expense was \$593 as at September 30, 2024. This mainly relates to the prepayment for insurance, rental and software license fee.

Investment properties' net in China was \$404 at September 30, 2024 and \$407 as at June 30, 2024. The decrease was primarily due to the foreign currency exchange movement between June 30, 2024 and September 30, 2024.

Property, plant and equipment increased by \$336 from \$5,937 at June 30, 2024, to \$6,273 as at September 30, 2024, mainly due to the foreign currency exchange movement between June 30, 2024 and September 30, 2024 and partially offset by depreciation charged for the period.

Other assets decreased by \$107 to \$125 as at September 30, 2024 compared to \$232 at June 30, 2024. Other assets mainly comprise of rental and utilities deposits.

Accounts payable decreased by \$800 to \$2,375 at September 30, 2024, compared to \$3,175 at June 30, 2024 due to payments made to suppliers, who have shorter payment terms.

Accrued expense decreased by \$374 to \$3,260 at September 30, 2024, as compared to \$3,634 at June 30, 2024. The decrease in accrued expense was mainly due to decrease in accrued purchases.

Contract liabilities increased by \$73 to \$827 at September 30, 2024 as compared to \$754 at June 30, 2024 due to the increase in customers' deposits received in the Singapore operations.

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Bank loans payable increased by \$49 to \$923 as of September 30, 2024, as compared to \$874 as of June 30, 2024. The increase is mainly due to the foreign currency exchange movement between June 30, 2024 and September 30, 2024 coupled with repayment made.

Finance leases decreased by \$18 to \$73 at September 30, 2024, as compared to \$91 at June 30, 2024. This was due to the repayments of leases in our Singapore and Malaysia operations.

Operating lease right-of-use assets and the corresponding lease liability decreased by \$261 to \$1,626 at September 30, 2024, as compared to \$1,887 at June 30, 2024. This was due to the repayment made and the operating lease expense charged for the period.

Other non-current liabilities increased marginally to \$30 as at September 30, 2024, as compared to \$27 as at June 30, 2024.

Liquidity Comparison

Net cash used in operating activities increased by \$1,881 to an outflow of \$1,857 for the three months ended September 30, 2024, from an outflow of \$24 for the same period in Fiscal 2024. The decrease in net cash flow used in operating activities was primarily due to net loss of \$223 compared to net income of \$207 in the same period of Fiscal 2024 and lower receipts from trade receivables by \$269, lower depreciation of \$760, higher cash outflow from prepaid expense and other current assets by \$73, and higher cash outflow from accounts payable, accrued expense and contract liabilities by \$4,173. These are partially offset by higher unrealized foreign exchange loss of \$379, cash inflow for other receivables by \$618 and higher cash inflow for inventories by \$2,323.

Net cash provided by investing activities decreased by \$733 to \$81 for the three months ended September 30, 2024 compared with the same period in Fiscal 2024. The decrease in cash inflow was primarily due to decrease in withdrawal from unrestricted term deposits and proceeds from disposal of assets held-for-sale.

Net cash used in financing activities for the three months ended September 30, 2024, was \$93, representing a decrease of \$237, compared to cash inflow of \$144 during the three months ended September 30, 2023. The decrease in cash outflow for financing activities was mainly due to decrease of settlement of lines of credit of \$ 270 relating to the prior year in three months ended September 30, 2023. The decrease was partially offset by proceeds from lines of credit. In the three months ended September 30, 2024, no lines of credit were utilized.

The Company filed a shelf registration statement with the Securities and Exchange Commission, pursuant to which we may raise capital of \$10,000,000 of any combination of securities (common stock, warrants, debt securities or units) for expansion of the Company's testing capacity and working capital purposes if necessary.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was carried out by the Company's Chief Executive Officer and Chief Financial Officer of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of September 30, 2024, the end of the period covered by this Form 10-Q. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective at a reasonable level.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the fiscal quarter ended September 30, 2024, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

TRIO-TECH INTERNATIONAL
PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Not applicable.

ITEM 1A. RISK FACTORS

Not applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

| | |
|---------|---|
| 31.1 | Rule 13a-14(a) Certification of Principal Executive Officer of Registrant |
| 31.2 | Rule 13a-14(a) Certification of Principal Financial Officer of Registrant |
| 32 | Section 1350 Certification |
| 101.INS | Inline XBRL Instance Document |
| 101.SCH | Inline XBRL Taxonomy Extension Schema |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

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 thereunto duly authorized.

TRIO-TECH INTERNATIONAL

By: /s/ Srinivasan Anitha
SRINIVASAN ANITHA
Chief Financial Officer
(Principal Financial Officer)
Dated: November 12, 2024

CERTIFICATIONS

I, S. W. Yong, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Trio-Tech International, a California corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 12, 2024

/s/ S. W. Yong

S. W. Yong, Chairman and Chief Executive Officer
(Principal Executive Officer)

I, Srinivasan Anitha, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Trio-Tech International, a California corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 12, 2024

/s/ Srinivasan Anitha

Srinivasan Anitha , Chief Financial Officer (Principal Financial Officer)

SECTION 1350 CERTIFICATION

Each of the undersigned, S.W. Yong, Chairman and Chief Executive Officer of Trio-Tech International, a California corporation (the "Company"), and Srinivasan Anitha, Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his or her knowledge (1) the quarterly report on Form 10-Q of the Company for the three months ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ S. W. Yong

Name: S. W. Yong

Title: Chairman and Chief Executive Officer

Dated: November 12, 2024

/s/ Srinivasan Anitha

Name: Srinivasan Anitha

Title: Chief Financial Officer

Dated: November 12, 2024

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.