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IDT INTERNATIONAL LIMITED

萬威國際有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 167)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of IDT International Limited (the “**Company**”) will be held at 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 7 April, 2017 (Friday) at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$350,000,000 and US\$1,000 divided into 3,500,000,000 ordinary shares of HK\$0.10 each and 10,000 ordinary shares of US\$0.10 each respectively to HK\$2,000,000,000 and US\$1,000 divided into 20,000,000,000 ordinary shares of HK\$0.10 each and 10,000 ordinary shares of US\$0.10 each respectively by creation of 16,500,000,000 additional ordinary shares of HK\$0.10 each (the “**Increase in Authorised Share Capital**”), which rank *pari passu* in all respects with the existing shares of the Company in issue, and any director of the Company be and is hereby authorised to deal with all matters relating to the Increase in Authorised Share Capital and to do any and all acts as they may deem necessary, desirable or expedient for the purpose of, or in connection with the Increase in Authorised Share Capital.”

By Order of the Board
IDT International Limited
Foo Piau Phang
Chairman

Hong Kong, 21 March, 2017

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged with the Company's branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the appointed time for holding the special general meeting or any adjournment thereof.
2. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending in person and voting at the special general meeting or any adjournment thereof, should he so wish. In such event, the instrument appointing a proxy shall be deemed revoked.
3. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above special general meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. A circular containing the information regarding the proposed Increase in Authorised Share Capital will be despatched to the shareholders of the Company.

As at the date of this notice,

1. The executive Director is Mr. Foo Piau Phang (Chairman and Chief Executive Officer);
2. The non-executive Directors are Mr. Xin Kexia, Mr. Song Rongrong, Mr. Jing Tian, Mr. Qi Miao and Mr. Shi Changyun; and
3. The independent non-executive Directors are Mr. Yang Xiongsheng, Ms. Zhao Yuhong, Dr. Li Quan and Mr. Duh Jia-Bin.

* *For identification purpose only*