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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in IDT International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**IDT INTERNATIONAL LIMITED**

**萬威國際有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 167)**

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting of IDT International Limited (the “SGM”) to be held on Friday, 7 April, 2017 at 11:00 a.m. at 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong is appended to this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.idthk.com](http://www.idthk.com)).

Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy enclosed with this circular in accordance with the instructions printed thereon and deposit the same to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the special general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

\* *For identification purpose only*

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Notice of SGM</b> .....	6

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors;
“Bye-law(s)”	the memorandum of association and bye-law(s) of the Company;
“Company”	IDT International Limited, a limited company incorporated in Bermuda with its shares listed on the Stock Exchange;
“Directors”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Increase in Authorised Share Capital”	the proposed increase in the authorized share capital of the Company 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;
“Latest Practicable Date”	17 March, 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);

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## DEFINITIONS

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“SGM”	the special general meeting of the Company to be convened and held at 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 7 April, 2017 (Friday) at 11:00 a.m., the notice of which is appended to this circular; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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LETTER FROM THE BOARD

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**IDT INTERNATIONAL LIMITED**

萬威國際有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 167)**

*Executive Director:*

Foo Piau Phang (*Chairman and Chief Executive Officer*)

*Non-executive Directors:*

Xin Kexia

Song Rongrong

Jing Tian

Qi Miao

Shi Changyun

*Independent Non-executive Directors:*

Yang Xiongsheng

Zhao Yuhong

Li Quan

Duh Jia-Bin

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business*

*in Hong Kong:*

Block C, 9th Floor

Kaiser Estate

41 Man Yue Street

Hunghom, Kowloon

Hong Kong

21 March, 2017

*To the Shareholders, and, for information only, holders of options*

Dear Sir or Madam,

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the forthcoming SGM for the approval of the proposed Increase in Authorised Share Capital.

This circular also provides the notice of SGM for the purpose of considering, and, if thought fit, passing, among others, the abovementioned resolution.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### 2. INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$350,000,000 and US\$1,000 divided into 3,500,000,000 ordinary shares of HK\$0.10 each of which 2,599,993,088 Shares were in issue as at the Latest Practicable Date and 10,000 ordinary shares of US\$0.10 each.

In order to provide the Company with flexibility for fund raising by allotting and issuing new shares of the Company in the future as and when appropriate, the Board proposes to increase the authorised share capital of the Company 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, which will rank *pari passu* in all respects with the existing shares of the Company in issue.

The proposed Increase in Authorised Share Capital is subject to the passing of an ordinary resolution of the Shareholders approving the same at the SGM.

The Directors are of the view that the Increase in Authorised Share Capital will provide flexibility to the Company for future expansion in the share capital of the Company, and is therefore in the interest of the Company and the Shareholders as a whole.

### 3. SGM

The notice convening the SGM and a form of proxy are appended to this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible but in any event not later than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

### 4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. At the SGM, the chairman of the SGM will demand a poll for each and every proposed resolution, except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted or by a show of hands.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Directors are of the opinion that the proposed Increase in Authorised Share Capital is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolution to be proposed at the SGM.

Yours faithfully,  
For and on behalf of the Board of  
**IDT International Limited**  
**Foo Piau Phang**  
*Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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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 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.

\* For identification purpose only

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## NOTICE OF SPECIAL GENERAL MEETING

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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.