



# IDT INTERNATIONAL LIMITED

萬威國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 167)

## Form of Proxy for Special General Meeting

I/We, <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of IDT International Limited (the “Company”), HEREBY APPOINT <sup>(Note 3)</sup> the Chairman of the

Meeting, or failing him of \_\_\_\_\_

as \_\_\_\_\_

my/our proxy to attend, act and vote for me/us and on my/our behalf at the Special General Meeting (the “Meeting”) (or any adjournment thereof) of the Company to be held at 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 7 April, 2017 (Friday) at 11:00 a.m. in respect of the resolution set out in the notice of the Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve 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.		

Signature <sup>(Note 5)</sup>: \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017

### Notes:

- Full name(s) and address (es) (as shown in the Register of Members) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTIONS, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- To be valid, this form of proxy, 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 time fixed for holding the Meeting (or any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

\* For identification purpose only