



IDT INTERNATIONAL LIMITED

萬威國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00167)

Form of Proxy for Annual General Meeting

I/We, (Note 1) _____ of _____ being the registered holder(s) of (Note 2) ordinary shares of IDT International Limited (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the Meeting, or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") (or any adjournment thereof) of the Company to be held at 1F, Building 33, Chentian Industrial Area, Xixiang Town, Baoan Estate, Shenzhen, the People's Republic of China ("PRC") on June 26, 2019 (Wednesday) at 3:00 p.m. in respect of the resolutions 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 RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To receive and adopt the report of the directors of the Company for the year ended 31 December 2018;		
2	To receive and adopt the audited consolidated accounts and the report of the auditors of the Company for the year ended 31 December 2018;		
3A	(i) To re-elect Mr. Xu Chiming as executive Director of the Company;		
	(ii) To re-elect Mr. Zhu Yongning as executive Director of the Company;		
	(iii) To re-elect Mr. Song Rongrong as non-executive Director of the Company;		
	(iv) To re-elect Mr. Zhou Meilin as independent non-executive Director of the Company;		
	(v) To re-elect Mr. Xu Jinwen as independent non-executive Director of the Company; and		
	(vi) To re-elect Mr. Zhou Rui as independent non-executive Director of the Company.		
3B	To authorize the board of directors of the Company or its committee to fix the remunerations of the directors of the Company.		
4	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
5A	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares in the Company of an amount not exceeding 20% of the total issued shares of the Company as at the date of passing this resolution.		
5B	To give a general mandate to the directors of the Company to repurchase shares in the Company of an amount not exceeding 10% of the total issued shares of the Company as at the date of passing this resolution.		
5C	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the Company of an amount not exceeding the amount of shares in the Company repurchased by the Company.		

Dated this _____ day of _____ 2019

Signature(s) (Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of 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 of the Company registered in your name(s).
- Full name and address of proxy to be inserted in BLOCK CAPITALS. IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 of that power or authority must be deposited at the share registrar and transfer office of the Company, 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 appointed for the holding of the meeting or any adjourned meeting thereof.
- In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- This form of proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
- Any alteration to this form of proxy must be initialled by the person who signs it.

* For identification purpose only