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IDT INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

POSSIBLE CONNECTED TRANSACTIONS Offer to acquire all the ordinary shares of I-Comm Technology Limited (listed on the SGX-ST)

The Directors announce that Top Treasure, a wholly owned subsidiary of the Company, intends to make a voluntary conditional cash offer to acquire all the I-Comm Shares not owned by Top Treasure at the Offer Price of S\$0.30 per Offer Share. The Offer will be subject to the satisfaction of the condition set out in the paragraph titled “Condition to the Offer” in this announcement.

The Offer will be extended to (i) all the issued I-Comm Shares owned, controlled, or agreed to be acquired by any party acting or deemed to be acting in concert with Top Treasure as defined in the Singapore Code in connection with the Offer (other than a concert party which is a subsidiary of Top Treasure or a nominee of Top Treasure or any of its subsidiaries); and (ii) all new I-Comm Shares unconditionally issued or to be issued pursuant to the valid exercise prior to the close of the Offer of any I-Comm Options to subscribe for new I-Comm Shares granted under the I-Comm Option Scheme.

I-Comm is a company incorporated in Bermuda and listed on the Main Board of the SGX-ST.

As at the date of this announcement, ICT, a wholly owned subsidiary of the Company, owns 232,302,000 I-Comm Shares, representing approximately 75% of the issued and paid-up share capital of I-Comm. Top Treasure has received an irrevocable undertaking from ICT to accept the Offer in respect of ICT’s entire shareholding in I-Comm. Accepting Directors have also given irrevocable undertakings to Top Treasure to accept the Offer in respect of their entire shareholdings in I-Comm. These irrevocable undertakings will lapse if, for whatever reason, other than a breach by ICT and the Accepting Directors who have given the irrevocable undertakings to accept the Offer, the Offer is withdrawn, lapses, or fails to become or be declared to be unconditional for any reason.

The purchase of the Offer Shares from the Accepting Directors will constitute connected transactions for the Company under the Listing Rules. However, based on their existing shareholdings in I-Comm, the values of the connected transactions are expected to be less than 3% of the Company’s latest consolidated net tangible assets. On this basis, pursuant to Rule 14.25(1) of the Listing Rules, other than this announcement, the Company is only required to disclose such details in this announcement and in the Company’s next published annual report and accounts in accordance with Rule 14.25(1)(A) to (D) of the Listing Rules.

BNPPP is acting as the financial adviser to Top Treasure in relation to the Offer.

It is the intention of Top Treasure to make I-Comm its wholly owned subsidiary. It is therefore not the intention of Top Treasure to preserve the listing status of I-Comm on the SGX-ST. If Top Treasure receives acceptances pursuant to the Offer in respect of 90% or more of the Offer Shares, it is the intention of Top Treasure to exercise its right under the Bermuda Companies Act to acquire compulsorily those Offer Shares not acquired by Top Treasure pursuant to the Offer. Top Treasure will then proceed to delist I-Comm from the SGX-ST. The total consideration payable by Top Treasure for the Offer Shares (excluding payment for the Offer Shares held by ICT) under the Offer will be up to a maximum of approximately S\$24.9 million (HK\$109.4 million), accounting for 11.5% of the latest consolidated net tangible assets of the Company. The Offer will not constitute a discloseable transaction of the Company under the Listing Rules.

Trading in the shares of the Company was suspended from 11:44 a.m. on Wednesday, September 18, 2002 at the request of the Company pending the release of this price sensitive transaction. Application has been made to the Stock Exchange for the trading in the shares of the Company to resume at 9:30 a.m. on Thursday, September 19, 2002.

The Directors are pleased to announce that Top Treasure, a wholly owned subsidiary of the Company, intends to make a voluntary conditional cash offer to acquire all the I-Comm Shares not owned by Top Treasure at the Offer Price of S\$0.30 per Offer Share. The Offer will be subject to the satisfaction of the condition set out in the paragraph titled "Condition to the Offer" in this announcement.

I-Comm was incorporated in Bermuda, of which the I-Comm Shares are listed on the Main Board of the SGX-ST. I-Comm is currently a 75% owned subsidiary of the Company. I-Comm acts as an investment holding company and its subsidiaries are principally engaged in the design, development, manufacture and distribution of consumer telecommunication products.

TERMS OF THE OFFER

The Offer

Top Treasure will make the Offer for all the I-Comm Shares not owned by it, in accordance with the Singapore Code.

The Offer will be extended to (i) all the issued I-Comm Shares owned, controlled, or agreed to be acquired by any party acting or deemed to be acting in concert with Top Treasure in connection with the Offer (other than a concert party which is a subsidiary of Top Treasure and a nominee of Top Treasure or any of its subsidiaries); and (ii) all new I-Comm Shares unconditionally issued or to be issued pursuant to the valid exercise prior to the close of the Offer of any I-Comm Options to subscribe for new I-Comm Shares granted under the I-Comm Option Scheme.

Offer Price

The Offer Price, when made, will be S\$0.30 for each Offer Share in cash.

IRREVOCABLE UNDERTAKINGS

As at the date of this announcement, there are 309,738,000 issued and paid-up I-Comm Shares. ICT, a wholly owned subsidiary of the Company, is the registered owner of 232,302,000 I-Comm Shares, representing approximately 75% of the issued and paid-up share capital of I-Comm. Top Treasure has received an irrevocable undertaking from ICT to accept the Offer in respect of their entire shareholding in I-Comm. The Accepting Directors, namely Mrs. Chan Pau Shiu Yeng, Shirley, Mr. Shigenobu Morita, Mr. Jack William Edouard Heuer, Mr. Lo Kai Yiu, Anthony and Mr. Jack Schmuckli, who in aggregate hold 2,978,000 I-Comm Shares, representing approximately 0.96% of the issued and paid-up share capital of I-Comm, have also given irrevocable undertakings to accept the Offer in respect of their entire shareholdings in I-Comm. These irrevocable undertakings will lapse if, for whatever reason, other than a breach by ICT and the Accepting Directors who have given the irrevocable undertakings to accept the Offer, the Offer is withdrawn, lapses, or fails to become or be declared to be unconditional for any reason.

Save for the I-Comm Shares held by the Accepting Directors as disclosed below, the Company has not been notified by the Directors that the Directors or their associates have any other direct shareholding interests in I-Comm:

Name	Number of I-Comm Shares	%
Chan Pau Shiu Yeng, Shirley (<i>note</i>)	2,278,000	0.74
Shigenobu Morita	100,000	0.03
Jack William Edouard Heuer	200,000	0.06
Lo Kai Yiu, Anthony	300,000	0.10
Jack Schmuckli	100,000	0.03

(*note:* Mrs. Chan Pau Shiu Yeng, Shirley is also a substantial shareholder of the Company and a director of I-Comm.)

CONDITION TO THE OFFER

The Offer will be subject to Top Treasure having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the number of I-Comm Shares owned, controlled or agreed to be acquired by Top Treasure or any of its concert parties (other than a concert party which is a subsidiary of Top Treasure or a nominee of Top Treasure or any of its subsidiaries), either before or during the Offer and pursuant to the Offer or otherwise, will result in Top Treasure and its concert parties holding such number of I-Comm Shares carrying in aggregate 90% or more of the voting rights attributable to the issued share capital of I-Comm as at the close of the Offer (including any voting rights attributable to I-Comm Shares unconditionally issued or to be issued pursuant to the valid exercise of I-Comm Options prior to the close of the Offer).

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer the aggregate number of I-Comm Shares owned, controlled, agreed to be acquired by Top Treasure or any of its concert parties (other than a concert party which is a subsidiary of Top Treasure or a nominee of Top Treasure or any of its subsidiaries), either before or during the Offer and pursuant to the Offer or otherwise, when taken

together with the number of Offer Shares represented by valid acceptances received pursuant to the Offer, is 90% or more of the maximum potential issued share capital of I-Comm. For these purposes, the “maximum potential issued share capital of I-Comm” means the total number of I-Comm Shares which would be in issue had all the outstanding I-Comm Options been validly exercised as of the date of such declaration excluding I-Comm Options that would underlie valid acceptances of the Options Proposal as of such date.

COMPULSORY ACQUISITION

Pursuant to Section 102(1) of the Bermuda Companies Act, if the Offer has been accepted by the holders of at least 90% in value of the Offer Shares (excluding nominees and subsidiaries of Top Treasure), Top Treasure may compulsorily acquire all the remaining I-Comm Shares of the dissenting shareholders unless, on an application made by a shareholder of I-Comm who did not accept the Offer, the Supreme Court of Bermuda orders otherwise. Pursuant to Section 103(1) of the Bermuda Companies Act, the holders of not less than 95% shares in a Bermuda company may at any time give notice to the remaining shareholders of their intention to acquire their shares on the terms set out in such notice.

OFFER DOCUMENT

An offer document containing the terms and conditions of the Offer, and enclosing the appropriate form(s) of acceptance of the Offer, will be despatched to the shareholders of I-Comm not earlier than 14 days and not later than 21 days from the date of this announcement.

CONSIDERATION

The total consideration payable by Top Treasure for the Offer Shares (excluding payment for the Offer Shares held by ICT) under the Offer will be up to a maximum of approximately S\$24.9 million (HK\$109.4 million), accounting for 11.5% of the latest consolidated net tangible assets of the Company. The maximum total consideration of approximately S\$24.9 million (HK\$109.4 million) is based on the maximum potential issued share capital of I-Comm as defined in the paragraph titled “Condition to the Offer” in this announcement. For these purposes, the “maximum potential issued share capital of I-Comm” means the total number of I-Comm Shares which would be in issue had all the outstanding I-Comm Options been validly exercised as of the date of such declaration excluding I-Comm Options that would underlie valid acceptances of the Options Proposal as of such date. The Offer will not constitute a discloseable transaction of the Company under the Listing Rules.

INFORMATION OF THE COMPANY

The Company was incorporated in Bermuda and its shares are listed on the Main Board of the Stock Exchange. The Company acts as an investment holding company and its subsidiaries are principally engaged in the design, development, manufacture, sale and marketing of various consumer electronic products. Directors are Mr. Raymond Chan, Mrs. Chan Pau Shiu Yeng, Shirley, Mr. Alain Jacques Gilbert Li, Mr. Shigenobu Morita, Mr. Jack William Edouard Heuer, Mr. Jack Schmuckli, Mr. Lo Kai Yiu, Anthony, Mr. Kao Ying Lun, Dr. Kenichi Ohmae and Professor Woo Chia Wei.

INFORMATION OF TOP TREASURE

Top Treasure was incorporated in the British Virgin Islands on August 8, 2002 and has not carried on any business since its inception. It will be used principally as an investment holding company and has an issued and paid-up share capital of US\$1.00 consisting of one ordinary share of US\$1.00.

REASONS FOR THE OFFER

The Offer is being made in order to enable the Company to privatise I-Comm. I-Comm has been facing constant challenges to diversify and grow its business since its listing on the SGX-ST as a result of the challenging conditions experienced by the consumer telecommunications equipment industry over the last two years. The Company believes that taking I-Comm private will give the IDT Group more flexibility in deploying and managing the resources of both the IDT Group and the I-Comm Group. At the same time, it will enable the I-Comm Group to benefit fully from the economies of scale and the cost efficiency that will arise from being fully integrated with the IDT Group. In addition, I-Comm has not raised funds through the issue of I-Comm Shares on SGX-ST since its listing on the SGX-ST in January 2000 and is not expected to carry out any fund-raising exercise in the foreseeable future.

GENERAL

BNPPP is acting as the financial adviser to Top Treasure in relation to the Offer.

The purchase of the Offer Shares from the Accepting Directors will constitute connected transactions for the Company under the Listing Rules. However, based on their existing shareholdings in I-Comm, the values of the connected transactions are expected to be less than 3% of the Company's latest consolidated net tangible assets. On this basis, pursuant to Rule 14.25(1) of the Listing Rules, other than this announcement, the Company is only required to disclose such details in this announcement and in the Company's next published annual report and accounts in accordance with Rule 14.25(1)(A) to (D) of the Listing Rules.

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INTERPRETATION

In this announcement, the following terms have the meanings set out below unless the context requires otherwise:

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| “Accepting Directors” | Directors who have given irrevocable undertakings to Top Treasure to accept the Offer in respect of their entire shareholdings in I-Comm, namely Mrs. Chan Pau Shiu Yeng, Shirley, Mr. Shigenobu Morita, Mr. Jack William Edouard Heuer, Mr. Lo Kai Yiu, Anthony and Mr. Jack Schmuckli, |
| “associates” | has the same meaning ascribed thereto in the Listing Rules |

“Bermuda Companies Act”	The Companies Act of 1981 of Bermuda
“BNPPP”	BNP Paribas Peregrine (Singapore) Ltd.
“Company”	IDT International Limited, a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange
“Director”	a director of the Company
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“I-Comm”	I-Comm Technology Limited, a company incorporated in Bermuda, the shares of which are listed on the Main Board of the SGX-ST and an indirect subsidiary of the Company
“I-Comm Group”	I-Comm and its subsidiaries
“I-Comm Options”	the options to subscribe for new I-Comm Shares granted under the I-Comm Option Scheme
“I-Comm Option Scheme”	the share option scheme titled “I-Comm Technology Limited Share Option Scheme 2000” of I-Comm
“I-Comm Shares”	the ordinary shares of US\$0.05 each in the capital of I-Comm
“ICT”	Integrated Communication Technology Enterprises Ltd., a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company
“IDT Group”	the Company and its subsidiaries (excluding the I-Comm Group)
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Offer”	the voluntary conditional cash offer to be made by Top Treasure to acquire all the issued and paid-up I-Comm Shares
“Offer Price”	the offer price of S\$0.30 as set out under the paragraph titled “Offer Price”
“Offer Shares”	the I-Comm Shares subject to the Offer and for the purpose of the Offer, shall include such I-Comm Shares unconditionally issued or to be issued pursuant to the valid exercise of the I-Comm Options
“Options Proposal”	proposal to be made with respect to the outstanding I-Comm Options
“SGX-ST”	Singapore Exchange Securities Trading Limited

“Singapore Code”	The Singapore Code on Take-overs and Mergers
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Top Treasure”	Top Treasure Group Limited, a company incorporated in British Virgin Islands and a wholly owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“S\$”	Singapore dollars, the lawful currency of the Republic of Singapore
“US\$”	United States dollars, the lawful currency of the United States

(In this announcement, S\$ amounts are converted into HK\$ amounts at the approximate current prevailing market rate of S\$1 = HK\$4.39)

By order of the board of directors
IDT International Limited
Alain J.G. Li
Director and Chief Financial Officer

Hong Kong, September 18, 2002

Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Times.