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**IDT INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 167)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is issued pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

IDT Holdings (Singapore) Limited (“IDTS”), a company listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”) and a 90.09% owned subsidiary of IDT International Limited, has on January 24, 2011 released to the SGX-ST an announcement (the “Announcement”) in relation to the dealings disclosure for January 21, 2011 by the Offeror, IDT International Holdings (BVI) Limited. The following is a reproduction of the Announcement for information purpose only.

By Order of the Board  
**IDT International Limited**  
**Dr. Raymond Chan**  
*Chairman*

Hong Kong, January 24, 2011

*The Directors of the Company as at the date of this announcement are Dr. Raymond Chan (Chairman), Mr. Barry John Buttifant (Group Chief Executive Officer) and Mrs. Chan Pau Shiu Yeng, Shirley as Executive Directors; Mr. Lo Kai Yiu, Anthony, Mr. Kao Ying Lun, Mr. Jack Schmuckli and Dr. Kenichi Ohmae as Independent Non-Executive Directors.*

Website: <http://www.idthk.com>

## MISCELLANEOUS


\* Asterisks denote mandatory information

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Name of Announcer *	IDT HOLDINGS (SINGAPORE) LTD
Company Registration No.	199600219E
Announcement submitted on behalf of	IDT HOLDINGS (SINGAPORE) LTD
Announcement is submitted with respect to *	IDT HOLDINGS (SINGAPORE) LTD
Announcement is submitted by *	LIM TIONG BENG
Designation *	COMPANY SECRETARY
Date & Time of Broadcast	24-Jan-2011 11:02:00
Announcement No.	00030

## &gt;&gt; ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *	DEALINGS DISCLOSURE FOR 21 JANUARY 2011 BY IDT INTERNATIONAL HOLDINGS (BVI) LIMITED
Description	Please see attached.
Attachments	 IDTS_DealingsDisclosureAnnouncement21Jan11.pdf Total size = <b>23K</b> (2048K size limit recommended)

# EXIT OFFER

by

## **IDT International Holdings (BVI) Limited**

(Incorporated in the British Virgin Islands)  
Company Registration No. 176224

a wholly-owned subsidiary of



## **IDT International Limited**

(Incorporated in Bermuda)

for all the issued ordinary shares in the capital of

## **IDT Holdings (Singapore) Limited**

(Incorporated in Singapore)  
Company Registration No. 199600219E

in connection with the voluntary delisting of IDT Holdings (Singapore) Limited

### **DEALINGS DISCLOSURE FOR 21 JANUARY 2011**

#### **1. Introduction**

The Board of Directors of IDT International Holdings (BVI) Limited (the “**Offeror**”) refers to the circular to shareholders dated 13 December 2010 (the “**Circular**”) issued by IDT Holdings (Singapore) Limited (the “**Company**”) and the exit offer letter dated 13 December 2010 (the “**Exit Offer Letter**”) issued by the Offeror, both in connection with the proposed voluntary delisting (“**Delisting**”) of the Company from the Official List of the Singapore Exchange Securities Trading Limited.

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Circular and the Exit Offer Letter.

#### **2. Dealings**

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers, the Offeror wishes to announce that on 21 January 2011 the Offeror has acquired Shares, details of which are set out below:

Number of Shares acquired	138,000
Total percentage of Shares acquired by the Offeror	0.08%

### 3. Level of Acceptances of the Exit Offer

In accordance with Rule 28.1 of the Code, the Offeror wishes to announce that as at 5.00 p.m. on 21 January 2011, the Offeror has received pursuant to the Exit Offer, acceptances in respect of an aggregate of 15,318,926 Shares, representing approximately 8.72 per cent. of the Shares.

### 4. Current Shareholdings of the Offeror and Parties Acting or Deemed to be Acting in Concert with the Offeror

The breakdown of the number of Shares owned or agreed to be acquired by the Offeror (either before or during the Exit Offer and pursuant to the Exit Offer or otherwise) as at 21 January 2011 is as follows:

	Number of Shares	Approximate Percentage of Shares (%)
Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror as at 5 October 2010, being the date of the announcement of the Delisting and the Exit Offer	Nil	Nil
Shares owned, controlled or agreed to be acquired by the Offeror as at 5 October 2010, being the date of the announcement of the Delisting and the Exit Offer	136,736,874	77.86
Shares acquired by the Offeror and/or parties acting or deemed to be acting in concert with the Offeror after 5 October 2010 and before 21 January 2011 <sup>(1)</sup>	6,026,000	3.43
Shares acquired by the Offeror and/or parties acting or deemed to be acting in concert with the Offeror on 21 January 2011 <sup>(1)</sup>	138,000	0.08
Consideration paid by the Offeror and/or parties acting or deemed to be acting in concert with the Offeror <sup>(2)</sup>	S\$0.54 per Share	
Acceptances of the Exit Offer prior to and including 21 January 2011	15,318,926	8.72
<b>Total</b>	<b>158,219,800</b>	<b>90.09</b>

**Notes:**

(1) Excludes acceptances received pursuant to the Exit Offer.

(2) Excludes brokerage commissions, clearing fees and applicable Singapore Goods and Services Tax.

Accordingly, as at 21 January 2011, the Offeror and parties acting or deemed to be acting in concert with the Offeror owned, controlled or had agreed to acquire an aggregate of 158,219,800 Shares, representing approximately 90.09 per cent. of the Shares.

**5. Section 215(3) of the Companies Act**

As the Offeror has acquired or agreed to acquire, pursuant to the Exit Offer, such number of Shares which, when taken together with the Shares held by the Offeror, comprise more than 90 per cent. of the Shares, Shareholders (including any Shareholders who have not accepted the Exit Offer) have the right, subject to Section 215(3) of the Companies Act (Cap. 50) ("**Companies Act**"), to require the Offeror to acquire their Shares. The Offeror will be giving a notice in the prescribed manner to Shareholders in accordance with Section 215(3) of the Companies Act. Shareholders who wish to exercise such right are advised to seek their own independent legal advice.

**6. Closing Date and Procedures for Acceptance**

The closing date for the Exit Offer is 5.30 p.m. on Friday, 11 February 2011 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "**Closing Date**").

Shareholders who have not yet tendered their Shares in acceptance of the Exit Offer and wish to accept the Exit Offer may still do so by following the procedures for acceptance of the Exit Offer as set out in the Exit Offer Letter and the relevant form(s) of acceptance. Acceptances by Shareholders must be received by 5.30 p.m. on the Closing Date.

Shareholders who do not have the Circular, the Exit Offer Letter and/or the relevant form(s) of acceptance should contact Intertrust Singapore Corporate Services Pte. Ltd. or The Central Depository (Pte) Limited immediately at the following addresses:

**If you hold Shares in scrip form, please contact:**

**Intertrust Singapore Corporate Services Pte. Ltd.**  
**3 Anson Road**  
**#27-01 Springleaf Tower**  
**Singapore 079909**  
**Tel No.: (65) 6500 6400**

**If you are a Depositor, please contact:**

**The Central Depository (Pte) Limited**  
**4 Shenton Way**  
**#02-01 SGX Centre 2**  
**Singapore 068807**  
**Tel No.: (65) 6535 7511**

## **7. Responsibility Statement**

The respective directors of the Offeror and IDT International Limited (“**IDT International**”) (including any director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to the Company) are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly. Where any information in this Announcement has been extracted from published or publicly available sources (including, without limitation, in relation to the Company and its subsidiaries and associated companies), the sole responsibility of the respective directors of the Offeror and IDT International has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD  
**IDT INTERNATIONAL HOLDINGS (BVI) LIMITED**

**Barry John Buttifant**  
Director  
Singapore, 24 January 2011