

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 95.76% owned subsidiary of IDT International Limited, has on February 2, 2011 released to the SGX-ST an announcement (the “Announcement”) in relation to the waiver granted by the SGX-ST of the requirement for IDTS to announce the unaudited financial statements for the third quarter of its financial year ending March 31, 2011. 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, February 2, 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

"DISCLAIMER:- This announcement was prepared and issued by the below mentioned listed issuer to the Exchange. The Exchange assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement and is posting this announcement on SGXNET for the sole purpose of dissemination only. In the event of any queries or clarification required in respect of any matters arising from this announcement, such queries are to be made to the listed issuer directly and not to the Exchange. The Exchange shall not be liable for any losses or damages howsoever arising as a result of the circulation, publication and dissemination of this announcement."

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	02-Feb-2011 13:56:13
Announcement No.	00051

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *	Waiver of Rule 705(2) of the SGX-ST Listing Manual
Description	Please see attached.
Attachments	📎 Waiver_of_Rule_705_2_.pdf Total size = 85K (2048K size limit recommended)



IDT HOLDINGS (SINGAPORE) LIMITED

(Incorporated in Singapore)

Company Registration No. 199600219E

ANNOUNCEMENT

WAIVER OF RULE 705(2) OF THE SGX-ST LISTING MANUAL

IDT Holdings (Singapore) Limited (the "**Company**") refers to the voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") pursuant to Rules 1307 and 1309 of the SGX-ST Listing Manual (the "**Delisting**") and the exit offer made by IDT International Holdings (BVI) Limited (the "**Offeror**"), to acquire all the issued ordinary shares ("**Shares**") in the capital of the Company, other than those held by the Offeror, its related corporations and their respective nominees (the "**Exit Offer**").

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as defined in the Circular.

On 26 January 2011, the Company applied to the SGX-ST for a waiver from the SGX-ST that the Company will not be required to announce the unaudited financial statements of the Company for the third quarter of its financial year ending 31 March 2011 in accordance with Rule 705(2) of the SGX-ST Listing Manual ("**Rule 705(2)**"), in the event that the Delisting is not completed by 14 February 2011, on the following grounds:

- (a) Shareholders have approved the Delisting at the EGM. Further, assuming the Exit Offer closes on 11 February 2011, the last day of trading of the Shares would be 11 February 2011 and trading of the Shares will be suspended with effect from 9.00 a.m. on 14 February 2011;
- (b) as at the date of the Application, the Shares acquired by the Offeror pursuant to the Exit Offer, together with any other Shares held by the Offeror, comprise 90 per cent. or more of the Shares in issue. Accordingly, Shareholders who failed or refused to accept the Exit Offer ("**Non-Assenting Shareholders**") would have a right, under and subject to Section 215(3) of the Companies Act, Chapter 50 of Singapore ("**Companies Act**"), to require the Offeror to acquire their Shares at the Exit Offer Price of S\$0.54 in cash for each Share by serving notice requiring the Offeror to do so; and
- (c) upon reaching the requisite thresholds, the Offeror intends to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Offer Shares of Shareholders who have not accepted the Exit Offer. In such event, the Company will become a wholly-owned subsidiary of the Offeror.

The Company wishes to announce that the SGX-ST has on 2 February 2011 confirmed that it has no objection to the application by the Company for a waiver from compliance with the requirements of Rule 705(2), subject to an immediate announcement by the Company (in compliance with Rule 107 of the SGX-ST Listing Manual) that a waiver from Rule 705(2) has been granted by the SGX-ST and stating the reasons for seeking such waiver.

The directors of the Company (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 Offeror and/or IDT International Limited ("**IDT International**")) 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 Offeror and/or IDT International), the sole responsibility of the directors of the Company 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

Dr Raymond Chan
Chairman & Chief Executive Officer
Singapore, 2 February 2011