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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 98.82% owned subsidiary of IDT International Limited, has on February 14, 2011 released to the SGX-ST an announcement (the “Announcement”) in relation to the despatch of Notice pursuant to Section 215(1) of the Companies Act (Cap. 50) of Singapore 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, February 14, 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	14-Feb-2011 18:30:24
Announcement No.	00139

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *	DESPATCH OF NOTICE PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT (CAP.50) (THE "COMPANIES ACT")
Description	Please see attached.
Attachments	 IDTS_DespatchofSection215_1_NoticeFinal.pdf Total size = 48K (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

DESPATCH OF NOTICE PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT (CAP. 50) **(THE "COMPANIES ACT")**

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. Right of Compulsory Acquisition under Section 215(1) of the Companies Act

As stated in the Exit Offer Letter and Circular, the Offeror intends to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares in respect of which acceptances have not been received by it pursuant to the Exit Offer and/or which have not been subsequently acquired by the Offeror as at the date of this Announcement.

In connection therewith, the Offeror wishes to announce that it has today given notice in the prescribed form 57 ("**Form 57**") pursuant to Section 215(1) of the Companies Act, together with

a letter (the “**Letter**”) to Shareholders who have not accepted the Exit Offer (“**Dissenting Shareholders**”). A copy of the Form 57 and the Letter is enclosed with this Announcement.

The Offeror intends to exercise its right to acquire all the Shares held by any Dissenting Shareholders on or after 15 March 2011 subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in the Form 57.

3. Shareholders’ Rights under Section 215(3) of the Companies Act

As stated in the letter to Shareholders dated 31 January 2011, Shareholders who have not accepted the Exit Offer would have a right, under and subject to Section 215(3) of the 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.

As the Offeror will be proceeding to compulsorily acquire all the remaining Shares on the terms set out in the Form 57, Shareholders need not take any action in relation to Form 58. Nevertheless, Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek independent legal advice.

4. General

If a Shareholder is in any doubt in relation to the matters referred to in this Announcement, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

5. 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, 14 February 2011

IDT INTERNATIONAL HOLDINGS (BVI) LIMITED

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

14 February 2011

To: Shareholders of IDT Holdings (Singapore) Limited in respect of the Exit Offer

Dear Shareholder,

Compulsory Acquisition of IDT Holdings (Singapore) Limited Shares pursuant to Section 215(1) of the Companies Act

1. Introduction

1.1 The 31 January Letter and Exit Offer Letter. We refer to our letter dated 31 January 2011 (the “**31 January Letter**”) in relation to the right of Non-Assenting Shareholders, under and subject to Section 215(3) of the Companies Act (Cap. 50) (the “**Companies Act**”), to require us to acquire their Shares at the Exit Offer Price of S\$0.54 in cash for each Share and to the exit offer letter to Shareholders dated 13 December 2010 (the “**Exit Offer Letter**”) issued by us relating to our exit offer (the “**Exit Offer**”) to acquire all the Offer Shares. Unless otherwise defined, terms used in this letter shall have the same meanings as defined in the 31 January Letter and the Exit Offer Letter.

1.2 Acceptances as at 10 February 2011. As at 5.00 p.m. on 10 February 2011, we had received in aggregate valid acceptances in respect of 29,322,122 Shares, representing approximately 16.70 per cent. of the Shares in issue as at 10 February 2011 which, when taken together with the Shares held by us, comprise an aggregate of 173,185,996 Shares representing approximately 98.62 per cent. of the Shares in issue as at 10 February 2011 and 93.76 per cent. of the Offer Shares prior to 13 December 2010, being the date where the Exit Offer was first open for acceptances.

1.3 Right of Compulsory Acquisition. As we have received valid acceptances pursuant to the Exit Offer in respect of, and/or acquired Offer Shares pursuant to the Exit Offer representing, not less than 90 per cent. of the total Shares in issue (other than those already held by us, our related corporations or their respective nominees prior to 13 December 2010, being the date where the Exit Offer was first open for acceptances), we are entitled and we intend to exercise the right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire, at the Exit Offer Price of S\$0.54 in cash for each Share, all the Shares in respect of which acceptances have not been received by us pursuant to the Exit Offer and/or which has not been subsequently acquired by us as at the date of this Letter.

2. Section 215(1) of the Companies Act

2.1 Dissenting Shareholder. According to the records of The Central Depository (Pte) Limited (the “**CDP**”) and/or Intertrust Singapore Corporate Services Pte. Ltd. (the “**Share Registrar**”), as the case may be, you have not accepted the Exit Offer and/or your Shares have not subsequently been acquired by us as at the date of this Letter. Accordingly, we are writing to inform you that we are exercising our right of compulsory acquisition to acquire all your Shares at the Exit Offer Price of S\$0.54 in cash for each Share and we enclose for this purpose a Notice to Dissenting Shareholder in the prescribed form (“**Form 57**”) addressed to you.

If you have already (i) accepted the Exit Offer by completing and returning a valid acceptance form, (ii) sold your Shares on the SGX-ST prior to the close of the Exit Offer, or (iii) completed a CDP Form 4.2 (for scripless shares) or share transfer form (for scrip shares), pursuant to a notice requiring us to acquire your Shares under Section 215(3) of the Companies Act, please disregard this letter.

2.2 Compulsory Acquisition. On or after 15 March 2011 (the “**Transfer Date**”), being after the expiration of one month from the date on which the Form 57 is given to you, we will exercise our right to compulsorily acquire all the Shares held by you, subject to and on the terms set out in the enclosed Form 57 and the provisions of Section 215(4) of the Companies Act.

2.3 Registration. On the Transfer Date, pursuant to the exercise of our right of compulsory acquisition, we shall pay to the Company the consideration for the Shares that we are acquiring from you. The consideration will be credited by the Company into a separate bank account and held on trust for you and paid to you in accordance with the settlement procedures set out in paragraph 2.4 below. Upon our payment of the consideration to the Company, the Company will take steps to register us as the holder of your Shares.

2.4 Settlement. Subject to, and in accordance with, the provisions of Section 215(1) of the Companies Act and the terms set out in the enclosed Form 57, as soon as practicable after the Transfer Date, remittance in the form of a cheque for the appropriate amount payable in respect of your Shares will be despatched to you by ordinary post at your own risk to the address appearing in the records of CDP and/or the Share Registrar.

3. Section 215(3) of the Companies Act

3.1 Non-Assenting Shareholders. As stated in the 31 January Letter, Shareholders who did not accept the Exit Offer would have a right, under and subject to Section 215(3) of the Companies Act, to require us to acquire their Shares at the Exit Offer Price of S\$0.54 in cash for each Share by serving notice requiring us to do so.

3.2 Notice. A Notice to Non-Assenting Shareholder in the prescribed form ("**Form 58**") has been despatched to you together with the 31 January Letter. You may, within three months after the Form 58 is given (that is, by 30 April 2011), give notice to us at IDT International Holdings (BVI) Limited c/o Intertrust Singapore Corporate Services Pte. Ltd., 3 Anson Road, #27-01 Springleaf Tower, Singapore 079909 requiring us to acquire your Shares and we shall be entitled and bound to acquire your Shares on the same terms as those set out in the Exit Offer.

3.3 No Action. Please note that as we will be proceeding to compulsorily acquire your Shares in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in the enclosed Form 57, you need not take any action in relation to Form 58. Nonetheless, Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek independent legal advice.

4. General

If you are in any doubt about any of the matters referred to in this letter, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.

5. Responsibility Statement

The respective directors of IDT International Holdings (BVI) Limited (the "**Offeror**") and IDT International Limited ("**IDT International**") (including any director who may have delegated detailed supervision of this Letter) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Letter (other than those relating to the Company) are fair and accurate and that no material facts have been omitted from this Letter, and they jointly and severally accept responsibility accordingly. Where any information in this Letter 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 Letter.

Yours faithfully,
For and on behalf of
IDT International Holdings (BVI) Limited



Barry John Buttifant
Director

**THE COMPANIES ACT
(CHAPTER 50)**

**THE COMPANIES REGULATIONS
SECTION 215(1) /
REGULATION 11(1)**

**NOTICE TO DISSENTING
SHAREHOLDER**

Form

57

Name of Company: **IDT HOLDINGS (SINGAPORE) LIMITED**

Company No: **199600219E**

To the Dissenting Shareholders of IDT Holdings (Singapore) Limited

In this notice -

IDT Holdings (Singapore) Limited is referred to as “**the transferor company**”, and

IDT International Holdings (BVI) Limited is referred to as “**the transferee company**”.

On 13 December 2010, the transferee company made an exit offer to acquire all the issued and fully paid-up ordinary shares in the share capital of the transferor company at an offer price of S\$0.54 in cash for each share.

Up to 10 February 2011 (being a date within 4 months after the making of the exit offer in that behalf by the transferee company), the offer was approved by the holders of not less than 90 per cent. of the total number of the ordinary shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee company or its subsidiary).

The transferee company hereby gives you notice, in pursuance of Section 215 of the Companies Act, that it desires to acquire the ordinary shares held by you in the transferor company.

You are entitled within one month after the receipt of this notice to require the transferee company, by demand in writing served on it, to supply you with a statement of the names and addresses of all other dissenting shareholders, and the transferee company will not be entitled or bound to acquire the shares of those dissenting shareholders until 14 days after the posting to you of the statement of those names and addresses.

Unless upon an application made to the High Court by you –

- (a) on or before 14 March 2011 (being one month from the date of this notice); or
- (b) on a date (within 14 days of a statement being supplied to you pursuant to Section 215(2) of the Companies Act),

whichever is the later date, the High Court orders otherwise, the transferee company will, in pursuance of those provisions, be entitled and bound to acquire the ordinary shares held by you in the transferor company on the terms, which, under the scheme or contract to which the abovementioned offer relates, the shares of the approving shareholders in the transferor company are to be transferred to the transferee company.

Dated this 14th day of February, 2011



Barry John Buttifant

Director

IDT International Holdings (BVI) Limited