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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in IDT International Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**IDT INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 167)**

**PROPOSAL FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of IDT International Limited to be held on Thursday, August 25, 2011 at 12:00 noon at Garden Room A–B, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong is set out on pages 10 to 13 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business in Hong Kong at Block C, 9th Floor, Kaiser Estate, 41 Man Yue Street, Hung Hom, Kowloon, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof, should you so wish.

July 26, 2011

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“2011 AGM”	the annual general meeting of the Company to be held on Thursday, August 25, 2011 at 12:00 noon at Garden Room A–B, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong notice of which is set out on pages 10 to 13 of this circular
“Board”	the board of Directors of the Company
“Company”	IDT International Limited, a limited company incorporated in Bermuda with its shares listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	July 18, 2011, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	share option(s) to subscribe for Shares granted pursuant to the share option scheme adopted by the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares listed on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution to grant such mandate at the 2011 AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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**LETTER FROM THE BOARD**

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**IDT INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 167)**

*Executive Directors:*

Raymond Chan JP, *Chairman &  
Group Chief Executive Officer*  
Chan Pau Shiu Yeng, Shirley

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-Executive Directors:*

Lo Kai Yiu, Anthony  
Kao Ying Lun  
Jack Schmuckli  
Kenichi Ohmae

*Principal Place of Business  
in Hong Kong:*

Block C, 9th Floor  
Kaiser Estate  
41 Man Yue Street  
Hunghom, Kowloon  
Hong Kong

July 26, 2011

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES  
AND RE-ELECTION OF RETIRING DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the 2011 AGM to approve the renewal of the general mandates granted to the Directors to issue and repurchase Shares of the Company and the re-election of the retiring Directors.

**GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES**

At the last annual general meeting of the Company held on August 26, 2010, ordinary resolutions were passed to renew the general mandates granted to the Directors (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company in issue on August 26, 2010 and the nominal amount (up to a maximum of 10% of the aggregate nominal amount of the Company's then issued share capital) of any Shares repurchased by the

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## LETTER FROM THE BOARD

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Company; and (ii) to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company in issue on August 26, 2010. These general mandates will expire at the conclusion of the 2011 AGM. Ordinary resolutions set out as resolutions no. 4 to no. 6 in the notice of 2011 AGM will be proposed to renew these mandates.

An explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

In accordance with Bye-law 97 of the Bye-Laws of the Company (“Bye-Laws”), Mr. Kao Ying Lun and Mr. Jack Schmuckli will retire by rotation at the 2011 AGM. The retiring Directors, being eligible, have offered themselves for re-election.

An ordinary resolution will be proposed to re-elect each of Mr. Kao Ying Lun and Mr. Jack Schmuckli as a Director at the 2011 AGM. The biographical details of the retiring Directors are set out in Appendix II to this circular.

### 2011 AGM

The notice convening the 2011 AGM is set out on pages 10 to 13 of this circular. Whether or not you are able to attend the 2011 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s principal place of business in Hong Kong at Block C, 9th Floor, Kaiser Estate, 41 Man Yue Street, Hungghom, Kowloon, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2011 AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2011 AGM or any adjournment thereof, should you so wish.

According to Bye-law 67(A), at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required under the rules of the Designated Stock Exchange or a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (i) the chairman;
- (ii) at least three members present in person or by proxy or authorized representative for the time being entitled to vote at the meeting;
- (iii) any member or members present in person or by proxy or authorized representative and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) a member or members present in person or by proxy or authorized representative and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the 2011 AGM will exercise his power under Bye-law 67(A) of the Bye-Laws to put each of the resolutions to be proposed at the 2011 AGM to the vote by way of a poll.

### **RECOMMENDATION**

The Directors consider that the granting of the general mandates to issue and repurchase Shares and the re-election of the retiring Directors are each in the best interests of the Company and the Shareholders and recommend Shareholders to vote in favour of the resolutions to be proposed at the 2011 AGM.

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
**Raymond Chan, JP**  
*Chairman & Group Chief Executive Officer*

The following serves as an explanatory statement in compliance with the Listing Rules to give all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

### **1.    SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$250,227,108.80 comprising 2,502,271,088 Shares. There were also outstanding Options carrying the rights to subscribe for 73,706,000 Shares. Among these outstanding Options, 16,956,000 outstanding Options were exercisable before the 2011 AGM to subscribe for 16,956,000 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate (as set out in resolution no. 5 of the notice of the 2011 AGM) and that no further Shares are issued or repurchased and no subscription rights of the Options are exercised prior to the 2011 AGM, exercise in full of the Repurchase Mandate would result in the repurchase by the Company of a maximum of 250,227,108 Shares during the period ending on the earliest of the date of the next annual general meeting following the 2011 AGM, the date by which the next annual general meeting following the 2011 AGM of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

### **2.    REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at March 31, 2011 (being the date to which the latest audited financial statements of the Company were made up) in the event that the Repurchase Mandate is carried out in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### **3.    FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-Laws and all applicable laws of Bermuda.

**4. MARKET PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest Per Share <i>HK\$</i></b>	<b>Lowest Per Share <i>HK\$</i></b>
<b>2010</b>		
July	0.232	0.191
August	0.218	0.192
September	0.233	0.190
October	0.220	0.199
November	0.255	0.190
December	0.232	0.210
<b>2011</b>		
January	0.248	0.210
February	0.230	0.197
March	0.217	0.191
April	0.222	0.197
May	0.220	0.187
June	0.202	0.157
July (up to and including the Latest Practicable Date)	0.182	0.160

**5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSON**

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate in the event that such mandate is approved by Shareholders.

No connected person, as defined in the Listing Rules, has notified the Company that he/she has a present intention to sell any Shares to the Company, nor has he/she undertaken not to do so in the event that the Repurchase Mandate is approved by Shareholders.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

**7. EFFECT OF TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder

or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Dr. Raymond Chan and Mrs. Chan Pau Shiu Yeng, Shirley (the wife of Dr. Raymond Chan) together with their associates were interested in Shares representing approximately 57.18% of the issued share capital of the Company. To the best of the knowledge and belief of the Company, Dr. Raymond Chan and Mrs. Chan Pau Shiu Yeng, Shirley together with their associates are the only substantial Shareholders of the Company. On the basis of 2,502,271,088 Shares in issue and in the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Dr. Raymond Chan and Mrs. Chan Pau Shiu Yeng, Shirley together with their associates in the Company would be increased to approximately 63.53% of the issued share capital of the Company. Such increase in shareholding will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

#### **8.    SHARES REPURCHASES MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The biography of the Directors who are proposed to be re-elected at the 2011 AGM are set out below:

**Kao Ying Lun**

Independent Non-Executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee, aged 58. Mr. Kao was appointed in June 1997. He has over 23 years of business and professional experience in investment banking and corporate finance. Mr. Kao holds an Honours Business Administration Degree from Richard Ivey School of Business, The University of Western Ontario and is a Chartered Accountant qualified in Canada. Mr. Kao did not hold any directorship in listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Kao has personal interest in 4,040,000 Options within the meaning of Part XV of the SFO. Other than the relationship arising from his being an Independent Non-Executive Director, Mr. Kao does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Mr. Kao has entered into a service agreement with the Company for a term of three years from November 10, 2010 to November 9, 2013 and is subject to retirement and re-election at annual general meeting in accordance with the provisions of the Bye-Laws. For the financial year ended March 31, 2011, he received a director's fee of HK\$300,000 under the service agreement. This fee is subject to such adjustments as the Board considered appropriate by reference to his duties and responsibilities with the Company in line with the other independent non-executive directors of the Company and subject to Shareholders' approval at annual general meeting.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with the re-election of Mr. Kao.

**Jack Schmuckli**

Independent Non-Executive Director, Chairman of the Nomination Committee and Remuneration Committee and a member of the Audit Committee, aged 71. Mr. Schmuckli was appointed in May 1999. He has over 36 years of professional executive product marketing experience in the photographic and electronics industries. He had been the Chairman and Chief Executive Officer of Sony Europe GmbH for 14 years and had also been an executive member of the board of Sony Corporation, Tokyo. Mr. Schmuckli now holds several non-executive board memberships, mainly in Switzerland. Save as disclosed above, he has not held any directorship in listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Schmuckli has personal interest in 1,667,200 Shares and 4,040,000 Options within the meaning of Part XV of the SFO. Other than the relationship arising from his being an Independent Non-Executive Director, Mr. Schmuckli does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Mr. Schmuckli has entered into a service agreement with the Company for a term of three years from November 10, 2010 to November 9, 2013 and is subject to retirement and re-election at annual general meeting in accordance with the provisions of the Bye-Laws. For the financial year ended

March 31, 2011, he received a director's fee of HK\$350,000 under the service agreement. This fee is subject to such adjustments as the Board considered appropriate by reference to his duties and responsibilities with the Company in line with the other independent non-executive directors of the Company and subject to Shareholders' approval at annual general meeting.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with the re-election of Mr. Schmuckli.

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## NOTICE OF ANNUAL GENERAL MEETING

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### IDT INTERNATIONAL LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 167)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company will be held on Thursday, August 25, 2011 at 12:00 noon at Garden Room A–B, 2/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditor for the year ended March 31, 2011.
2. To re-elect the following retiring directors and authorize the directors to fix the remuneration of directors:
  - (a) Mr. Kao Ying Lun; and
  - (b) Mr. Jack Schmuckli.
3. To re-appoint auditors and authorize the directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company with or without modifications:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and warrants carrying the right to subscribe for shares, which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the directors during the Relevant Period to make or grant offers, agreements, options and warrants carrying the right to subscribe for shares, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any Share Option Scheme (as hereinafter defined) of the Company; or (iii) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company,

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## NOTICE OF ANNUAL GENERAL MEETING

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shall not exceed the sum of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company appearing on its register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to executive directors and employees of the Company and its subsidiaries of rights to acquire shares of the Company.”

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company with or without modifications:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed

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## NOTICE OF ANNUAL GENERAL MEETING

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10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company with or without modifications:

“**THAT** the exercise by the directors of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company in accordance with the general mandate granted pursuant to resolution numbered 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company purchased by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice convening this meeting provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

By Order of the Board  
**IDT International Limited**  
**Fung Yee Man**  
*Company Secretary*

Hong Kong, July 26, 2011

*Notes:*

- (i) A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the Company’s principal place of business in Hong Kong at Block C, 9/F., Kaiser Estate, 41 Man Yue Street, Hunghom, Kowloon, Hong Kong not less than forty-eight hours before the time for holding the annual general meeting or any adjourned meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) At the meeting, the chairman of the meeting will exercise his power under Bye-Law 67(A) of the Bye-Laws of the Company to put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The poll results will be published on the websites of the Company and Hong Kong Exchanges and Clearing Limited on August 25, 2011.
- (iv) With respect to the resolution set out in paragraph 4 above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate in compliance with the Listing Rules.
- (v) A circular containing the information regarding, inter alia, the directors proposed to be re-elected and the general mandates to issue and repurchase shares of the Company will be sent to the shareholders of the Company together with the Company’s 2011 Annual Report.