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**IDT INTERNATIONAL LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 167)**

**ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

Reference is made to the announcements of IDT International Limited (the “**Company**”) dated September 11, 2014, October 10, 2014 and November 10, 2014 made pursuant to Rule 3.7 of the Takeovers Code, the clarification announcement dated September 16, 2014 and the announcements dated September 18, 2014, September 23, 2014, September 30, 2014, October 3, 2014, October 6, 2014, October 14, 2014, October 23, 2014 and October 31, 2014 made pursuant to Rule 3.8 of the Takeovers Code (the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Board wishes to announce that an aggregate of 500,000 new ordinary shares of HK\$0.10 each in the share capital of the Company (the “**New Shares**”) have been allotted and issued by the Company on December 3, 2014 pursuant to the exercise of the share options granted under the 2002 share option scheme of the Company adopted on August 28, 2002.

As at the date of this announcement and immediately after the allotment and issue of the New Shares as described above, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprise (i) 2,521,271,088 ordinary shares in issue, and (ii) 92,906,000 outstanding share options granted under the 2002 share option scheme and the 2012 share option scheme of the Company.

The associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

**Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the shares and/or other securities of the Company.**

By Order of the Board  
**IDT International Limited**  
**Dr. Raymond Chan**  
*Chairman & Group Chief Executive Officer*

Hong Kong, December 3, 2014

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

*The Directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

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