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IDT INTERNATIONAL LIMITED

萬威國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 167)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of IDT International Limited (the “Company”) will be held at 11:00 a.m. on 18 February 2022 at 1/F, Building 33, Chentian Industrial Area, Xixiang Town, Baoan Estate, Shenzhen, the People’s Republic of China for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (A) the Head-lease Agreements (as defined in the circular of the Company dated 25 January 2022 (the “Circular”), of which marked “A” and signed by the chairman of the Meeting for identification purpose has been tabled at the Meeting, be and are hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved;
- (B) the Sub-lease Agreements ((as defined in the Circular) entered into with Finance Lease Sub-tenant A (as defined in the Circular), of which marked “B” and signed by the chairman of the Meeting for identification purpose have been tabled at the Meeting) be and are hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved; and
- (C) any one of the directors of the Company (the “Directors”) or a duly authorised committee of the board of Directors be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Head-leases (as defined in the Circular) and the

* *For identification purpose only*

Sub-leases (as defined in the Circular) with Finance Lease Sub-tenant A and all transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally and materially different from those as provided for in the Head-lease Agreements and the Sub-lease Agreements entered into with Finance Lease Sub-tenant A as are, in the opinion of the Directors or such duly authorised committee, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
IDT International Limited
Zhu Yongning
Executive Director and Chief Executive Officer

Hong Kong, 25 January 2022

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged with the Company’s branch share registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the appointed time for holding the EGM or any adjournment thereof.
2. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he so wish. In such event, the instrument appointing a proxy shall be deemed revoked.
3. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above extraordinary general meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. in Hong Kong on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.idthk.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and venue of the rescheduled EGM.

As at the date hereof, the executive director of the Company is Mr. Zhu Yongning (Chief Executive Officer); the non-executive director of the Company is Mr. Cui Xiao; and the independent non-executive directors of the Company are Mr. Zhou Meilin, Mr. Xu Jinwen and Mr. Zhou Rui.