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**IDT INTERNATIONAL LIMITED**

**萬威國際有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 167)**

## **PROPOSED ADOPTION OF NEW BYE-LAWS**

This announcement is made by IDT International Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to adopt the amended and restated bye-laws of the Company (the “**New Bye-laws**”) in substitution for and to the exclusion of the existing bye-laws of the Company (the “**Existing Bye-laws**”) to (i) comply with the requirements set out in Appendix 3 to the Listing Rules for listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections; (ii) reflect and align with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; (iii) allow the Company to hold and dispose of its shares as treasury shares in accordance with the applicable laws of Bermuda and the Listing Rules; (iv) allow the Company to hold hybrid general meetings and electronic general meetings; (v) reflect certain amendments made to the Listing Rules and the applicable laws and procedures of Bermuda; and (vi) make other consequential and housekeeping changes.

The major changes brought about by the proposed adoption of the New Bye-laws are summarised below:

1. to allow the Company to hold and dispose of its shares as treasury shares in accordance with the applicable laws of Bermuda and the Listing Rules;
2. to allow all general meetings (including an annual general meeting and any adjourned or postponed meeting) to be held as physical meetings in any part of the world and at one or more locations, or as hybrid meetings or electronic meetings;
3. to provide that the Company shall hold its annual general meeting in each financial year within six months after the end of the Company’s financial year;

4. to provide that all Shareholders shall have the right to speak and vote at general meetings of the Company unless such a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
5. to include that Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the voting rights shall have the right, by written requisition, to require a special general meeting of the Company to be called by the Board and the right to add resolutions to such meeting agenda;
6. to provide that the Company shall by ordinary resolution appoint the auditor of the Company and fix the remuneration of the auditor; and by extraordinary resolution (i.e. resolution passed by a majority of not less than two-thirds of votes cast by the Shareholders) remove the auditor before the expiration of his term of office at any general meeting of the Company;
7. to provide that the principal register and any branch register of members of the Company, as the case may be, shall be open to inspection between 10:00 a.m. to 12:00 noon during business hours by members of the public without charge at the registered office of the Company or such other place at which the register is kept in accordance with the Companies Act 1981 of Bermuda;
8. to clarify that references to a notice or document include those which are recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
9. to allow any notice or document to be given or issued by the Company by electronic communication at the electronic address provided without the need for any additional consent or notification;
10. to allow any notice or document to be given or issued by the Company by publishing it on the Company's website or the website of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") without the need for any additional consent or notification;
11. to deem any notice or document sent by electronic communication is given or served by the Company on the day on which it is transmitted from the server of the Company or its agent;
12. to deem any notice, document or publication placed or published on either the Company's website or the website of the Stock Exchange is given or served on the day on which such notice, document or publication first so appears on the relevant website; and
13. to update, modernise or codify provisions of the Existing Bye-laws to better align with the Listing Rules and applicable laws of Bermuda and make other consequential and housekeeping changes.

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company for the year ended 31 December 2023 (the “AGM”), and shall take immediate effect upon the close of the AGM at which the relevant special resolution has been passed.

A circular containing, among other matters, details of the adoption of the New Bye-laws, together with a notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**IDT International Limited**  
**Cheung Yuk Ki**  
*Executive Director*

Hong Kong, 10 December 2024

*As at the date of this announcement, the Board comprises (i) one executive Director, namely Ms. Cheung Yuk Ki; (ii) three non-executive Directors, namely Mr. Cui Xiao, Ms. Ng Kwok Ying Isabella and Mr. Tiger Charles Chen; and (iii) four independent non-executive Directors, namely, Mr. Xu Jinwen, Ms. Chen Weijie, Mr. Mak Tin Sang and Dr. Lowe Chun Yip.*

\* *For identification purposes only*