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IDT INTERNATIONAL LIMITED

萬威國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 167)

POLL RESULTS OF 2023 ANNUAL GENERAL MEETING HELD ON 8 JANUARY 2025 AT 11:30 A.M.

The poll results in respect of the resolutions proposed at the 2023 Annual General Meeting (the “**Meeting**”) of IDT International Limited (the “**Company**”) held on 8 January 2025 at 11:30 a.m. are as follows:

Ordinary Resolutions			Number of Votes (Approx. %)	
			For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the report of the directors and independent auditors of the Company for the year ended 31 December 2023.		755,592,601 (93.78%)	50,076,000 (6.22%)
2.	(A)	To re-elect Ms. Cheung Yuk Ki as executive director of the Company.	755,592,601 (93.78%)	50,076,000 (6.22%)
	(B)	To re-elect Mr. Cui Xiao as non-executive director of the Company.	1,594,606 (0.20%)	804,073,995 (99.80%)
	(C)	To re-elect Ms. Ng Kwok Ying Isabella as non-executive director of the Company.	755,592,601 (93.78%)	50,076,000 (6.22%)
	(D)	To re-elect Mr. Tiger Charles Chen as non-executive director of the Company.	755,592,601 (93.78%)	50,076,000 (6.22%)
	(E)	To re-elect Ms. Chen Weijie as independent non-executive director of the Company.	755,592,601 (93.78%)	50,076,000 (6.22%)
	(F)	To re-elect Mr. Mak Tin Sang as independent non-executive director of the Company.	755,592,601 (93.78%)	50,076,000 (6.22%)

Ordinary Resolutions			Number of Votes (Approx. %)	
			For	Against
	(G)	To re-elect Dr. Lowe Chun Yip as independent non-executive director of the Company.	755,592,601 (93.78%)	50,076,000 (6.22%)
	(H)	To authorise the board of directors of the Company or its committee to fix the remunerations of the directors of the Company.	755,592,601 (93.78%)	50,076,000 (6.22%)
3.		To consider and approve the re-appointment of Forvis Mazars CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	755,592,601 (93.78%)	50,076,000 (6.22%)
4.	(A)	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares in the Company of an amount not exceeding 20% of the total issued shares of the Company as at the date of passing this resolution.	755,458,201 (93.77%)	50,210,400 (6.23%)
	(B)	To give a general mandate to the directors of the Company to repurchase shares in the Company of an amount not exceeding 10% of the total issued shares of the Company as at the date of passing this resolution.	755,592,601 (93.78%)	50,076,000 (6.22%)
	(C)	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the Company of an amount not exceeding the amount of shares in the Company repurchased by the Company.	755,458,201 (93.77%)	50,210,400 (6.23%)

Special Resolution		Number of Votes (Approx. %)	
		For	Against
5.	The amended and restated bye-laws of the Company, be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company.	755,458,201 (93.77%)	50,210,400 (6.23%)

Note: The full text of the resolutions appear in the notice of the Meeting contained in the circular issued by the Company dated 16 December 2024 (the “**AGM Circular**”).

As more than 50% of the votes were cast in favour of each of the above Resolutions No. 1 to No. 4(C) (except for Resolution No. 2(B)), each of such Resolutions (except for Resolution No. 2(B)) was duly passed as an ordinary resolution of the Company. As more than 75% of the votes were cast in favour of the Resolution No. 5, such Resolution was duly passed as a special resolution of the Company at the Meeting. The following directors of the Company attended the Meeting: Ms. Cheung Yuk Ki, Ms. Ng Kwok Ying Isabella, Mr. Tiger Charles Chen, Mr. Xu Jinwen, Ms. Chen Weijie, Mr. Mak Tin Sang and Dr. Lowe Chun Yip.

As indicated above, the resolution No. 2(B) was not passed at the Meeting since there was not a majority of votes cast for such resolution. As a result, Mr. Cui Xiao was not re-elected as the non-executive Director of the Company.

As at the date of the Meeting, the number of issued shares of the Company was 2,599,993,088 shares, which was the total number of shares entitling the shareholders to attend and vote for or against all the resolutions proposed at the Meeting. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the Meeting. There were no shares of the Company entitling the shareholders to attend and abstain from voting in favour of the resolutions at the Meeting as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholders were required under the Listing Rules to abstain from voting at the Meeting. No parties have indicated in the AGM Circular containing the notice of the Meeting to vote against or to abstain from voting on any resolutions at the Meeting.

Union Registrars Limited, the Company’s branch share registrar, was appointed as the scrutineer for the vote-taking at the Meeting.

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

Hong Kong, 8 January 2025

As at the date of this announcement, the Board comprises (i) one executive Director, namely Ms. Cheung Yuk Ki; (ii) two non-executive Directors, namely 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 purpose only*