



IDT INTERNATIONAL LIMITED

萬威國際有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 167)

Form of Proxy for the Special General Meeting (the “Meeting”) to be held on Tuesday, 18 February 2025 and any adjournment thereof

I/We, ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ ordinary shares of IDT International Limited (the “Company”), HEREBY APPOINT ^(Note 3) the chairman of the Meeting, or _____ of

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Meeting (or any adjournment thereof) to be held at 11:30 a.m. on 18 February 2025 at Unit 2413A, 24/F, Lippo Centre Tower One, Queensway 89, Admiralty, Hong Kong in respect of the resolutions set out in the notice of the Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 24 January 2025.

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the Capital Reorganisation.		
2.	To approve the Whitewash Waiver; and to authorise any Director to do all such things and acts and execute all documents which he/she considers necessary, desirable or expedient to implement or give effect to any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.		
ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
3.	To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder; to approve the grant of the Specific Mandate; and to authorise any Director to do all such things and acts and execute all documents which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Subscription Agreement and the transactions contemplated thereunder.		

[#] The description of the resolution herein is by way of summary only. The full text of the resolutions are set out in the notice of the Meeting.

Dated this _____ day of _____ Signature(s) ^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name and address of proxy to be inserted in BLOCK CAPITALS. IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION. If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the share registrar and transfer office of the Company, 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 time appointed for the holding of the Meeting or any adjourned meeting thereof.
- In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- This form of proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending the Meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
- Any alteration to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instruction and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar, the branch share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of our Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the branch share registrar in Hong Kong (address as stated in note 5 above).

* for identification purposes only