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**IDT INTERNATIONAL LIMITED**

**萬威國際有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 167)**

**(1) POLL RESULTS OF SPECIAL GENERAL MEETING  
HELD ON 18 FEBRUARY 2025;  
AND  
(2) GRANT OF WHITEWASH WAIVER**

Reference is made to the circular (the “**SGM Circular**”) of IDT International Limited (the “**Company**”) dated 24 January 2025. Capitalised terms used herein shall have the same meanings as those defined in the SGM Circular unless defined otherwise herein.

**POLL RESULTS OF THE SPECIAL GENERAL MEETING**

The poll results in respect of the resolutions proposed at the Special General Meeting (the “**Meeting**”) of the Company held on 18 February 2025 are as follows:

<b>SPECIAL RESOLUTIONS</b>		<b>Number of Votes (Approx. %)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Capital Reorganisation.	755,946,395 (99.9998%)	1,800 (0.0002%)
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.	755,811,995 (99.9820%)	136,200 (0.0180%)

ORDINARY RESOLUTION		Number of Votes (Approx. %)	
		For	Against
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.	755,946,395 (99.9998%)	1,800 (0.0002%)

*Note:* The full text of the resolutions appear in the notice of the Meeting contained in the SGM Circular.

As not less than three fourths of the independent votes were cast either in person or by proxy in favour of each of the above resolutions no. 1 and 2, all the above resolutions no. 1 and 2 were duly passed as special resolutions of the Company at the Meeting. As a majority of the independent votes were cast either in person or by proxy in favour of the above resolution no. 3, the resolution no. 3 was duly passed as an ordinary 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. Xu Jinwen, Ms. Chen Weijie, Mr. Mak Tin Sang and Dr. Lowe Chun Yip.

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 resolution no.1 proposed at the Meeting. The following persons were required to abstain from voting on resolutions no. 2 and 3: (i) the Subscriber Concert Parties, (ii) the Shareholders who are also Creditors, their ultimate beneficial owners, their respective associates and parties acting in concert with any of them, and (iii) the Shareholders who are interested in or involved in the Subscription and the transactions contemplated thereunder including the Specific Mandate, the Debt Restructuring, the Whitewash Waiver, and/or the Placing. As none of the above persons was interested in the Shares as at the date of the Meeting, the total number of Shares entitling the Independent Shareholders to attend and vote for or against resolutions no. 2 and 3 proposed at the Meeting was 2,599,993,088 Shares. As at the date of the Meeting, a total of 755,948,195 Shares held by Independent Shareholders attended and voted (either in person or by proxy) at the Meeting.

Save as disclosed above, 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 SGM 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.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the Capital Reorganisation becoming effective; and (iii) immediately after Completion and the completion of the Placing:

	(i) As at the date of this announcement		(ii) Immediately after the Capital Reorganisation becoming effective		(iii) Immediately after Completion and the completion of the Placing	
	<i>Number of Existing Shares</i>	<i>Approximate %</i>	<i>Number of New Shares</i>	<i>Approximate %</i>	<i>Number of New Shares</i>	<i>Approximate %</i>
Jiangsu Hongtu High Technology Co., Ltd. (Note 1)	556,898,770	21.4	9,281,646	21.4	9,281,646	2.1
The Subscriber Concert Parties (Note 2)	–	–	–	–	312,432,503	72.1
Placees to the Placing	–	–	–	–	77,566,460	17.9
Other public shareholders	2,043,094,318	78.6	34,051,572	78.6	34,051,572	7.9
<b>Total</b>	<b>2,599,993,088</b>	<b>100</b>	<b>43,333,218</b>	<b>100</b>	<b>433,332,181</b>	<b>100</b>

Notes:

1. Jiangsu Hongtu High Technology Co., Ltd. holds 100% of the equity interests of Jiangsu Hongtu High Technology (Hong Kong) Co. Limited, which in turns holds 100% of the issued share of Hongtu High Technology Int'l Inc., hence Jiangsu Hongtu High Technology Co., Ltd. is deemed to be interested in the 556,898,770 Shares held by Hongtu High Technology Int'l Inc.
2. The Subscriber is a company directly owned as to 50% by Mr. Chen, a non-executive Director, and 50% by Mr. Wong, hence each of Mr. Chen and Mr. Wong is deemed to be interested in the Shares held by the Subscriber after Completion.
3. As at the date of this announcement, the Company has 2,599,993,088 Shares in issue and there are no outstanding options, warrants or any securities that are convertible into Shares or any derivatives in respect of the securities in the Company.

## GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 17 February 2025, subject to (i) the Whitewash Waiver and the Subscription (together with the transactions contemplated thereunder) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and its concert parties between the announcement of the proposed issue of the new securities and the completion of the issue.

The aforementioned condition (i) has been fulfilled as at the date of this announcement.

As at the date of this announcement, save for conditions precedent (b), (c), (e), (f) and (h) of the Subscription Agreement, no other conditions precedent of the Subscription Agreement have been satisfied. Further announcement(s) will be made by the Company to keep its Shareholders and potential investors informed of any material development in relation to the Subscription as and when appropriate.

## **WARNINGS**

**As the Subscription is conditional upon the satisfaction of certain conditions precedent, the Subscription may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares and consult their professional advisers when in doubt.**

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

Hong Kong, 18 February 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.*

*The Directors jointly and severally accept full responsibility for the 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.*

\* For identification purpose only