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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) UPDATE ON RESUMPTION GUIDANCE; AND
(2) CONTINUED SUSPENSION OF TRADING**

This announcement is made by IDT International Limited (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 31 March 2023 and 3 April 2023 (collectively, the “**Announcements**”) in relation to, among others, the delay in publication of the annual results (the “**Annual Results**”) of the Company for the year ended 31 December 2022 (the “**Year**”), the announcements of the Company dated 30 August 2023 and 4 September 2023 in relation to delay in publication of the interim results of the Company for the six months ended 30 June 2023 (“**Interim Results**”), and the suspension of trading of the shares of the Company. Reference is also made to the announcement of the Company dated 19 May 2023 in relation to, among others, the resumption guidance (“**Resumption Guidance**”) given by the Stock Exchange, and the announcement of the Company dated 7 July 2023, 9 October 2023 and 3 January 2024 in relation to the quarterly update on progress of resumption.

UPDATE ON RESUMPTION GUIDANCE

As disclosed in the announcement of the Company dated 1 February 2024, following the resignation of Mr. Zhou Meiling and Mr. Zhou Rui, the Company is not in compliance with the requirements of:

- (a) a minimum of three independent non-executive Director (“**INED(s)**”) as required under Rule 3.10(1);
- (b) at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2);
- (c) at least one-third of the board comprising of INEDs as required under Rule 3.10A;
- (d) having the audit committee chaired by an INED and having a minimum of three members as required under Rule 3.21;

- (e) having the remuneration committee comprising a majority of INEDs as required under Rule 3.25; and
- (f) having the nomination committee (or equivalent) chaired by the chairman of the board or an INED as required under Rule 3.27A.

In the circumstances, the Stock Exchange has imposed additional Resumption Guidance for the Company, being re-comply with Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25 and 3.27A.

For the avoidance of doubt, the Company must remedy the substantive issues causing its trading suspension and fully comply with the Listing Rules to the Exchange's satisfaction before trading in its securities is allowed to resume.

The Stock Exchange may modify the Resumption Guidance that have been given and/or give further guidance if the situation changes.

The Company is in the course of identifying suitable candidate to fill the INED vacancy to comply with Listing Rules and the additional Resumption Guidance referenced above, and will make further announcement in due course.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in shares of the Company has been suspended from 9:00 a.m. on Monday, 3 April 2023 pending publication of annual results announcement for the year ended 31 December 2022, and will continue to be suspended until further notice.

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

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

Shenzhen, the PRC, 7 February 2024

As at the date of this announcement,

1. The executive director of the Company is Ms. Cheung Yuk Ki;
2. The non-executive directors of the Company are Mr. Cui Xiao, Ms. Ng Kwok Ying Isabella and Mr. Tiger Charles Chen; and
3. The independent non-executive director of the Company is Mr. Xu Jinwen.

* *For identification purposes only*