

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SAMSONITE INTERNATIONAL S.A.

新秀麗國際有限公司

13-15 Avenue de la Liberté, L-1931 Luxembourg

R.C.S. LUXEMBOURG: B 159.469

(Incorporated in Luxembourg with limited liability)

(Stock code: 1910)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON THURSDAY, JUNE 7, 2018,
CASH DISTRIBUTION
AND
POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING
HELD ON THURSDAY, JUNE 7, 2018**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting (the “**Annual General Meeting**”) of Samsonite International S.A. (the “**Company**”) held on June 7, 2018, all the proposed resolutions as set out in the notice of the Annual General Meeting dated April 23, 2018 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
1.	To receive and adopt the audited statutory accounts and audited consolidated financial statements of the Company and the reports of the directors of the Company (the “ Directors ”) and auditors for the year ended December 31, 2017.	1,048,891,367 (99.891781%)	1,136,329 (0.108219%)
2.	To approve the allocation of the results of the Company for the year ended December 31, 2017.	1,078,717,683 (99.930852%)	746,429 (0.069148%)
3.	To declare a cash distribution to the shareholders of the Company in an amount of one hundred and ten million United States Dollars (US\$110,000,000.00) out of the Company’s ad hoc distributable reserve.	1,081,901,112 (100%)	0 (0%)
4.	(a) To re-elect Ramesh Dungarmal Tainwala as an Executive Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2021.	832,722,315 (86.095650%)	134,483,714 (13.904350%)
	(b) To re-elect Jerome Squire Griffith as a Non-executive Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2021.	860,773,163 (80.192588%)	212,609,279 (19.807412%)

	(c) To re-elect Keith Hamill as an Independent Non-executive Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2021.	1,039,502,802 (96.332587%)	39,574,210 (3.667413%)
5.	To renew the mandate granted to KPMG Luxembourg to act as approved statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company for the year ending December 31, 2018.	1,047,861,793 (96.853750%)	34,039,319 (3.146250%)
6.	To re-appoint KPMG LLP as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company.	1,045,576,560 (96.642526%)	36,324,552 (3.357474%)
7.	To give a general mandate to the Directors to issue additional shares of the Company not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution (in accordance with the terms and conditions described in the Annual General Meeting circular).	889,252,037 (82.222886%)	192,261,975 (17.777114%)
8.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution (in accordance with the terms and conditions described in the Annual General Meeting circular).	1,076,879,979 (99.615837%)	4,152,933 (0.384163%)
9.	To grant a mandate to the Directors to grant awards of restricted share units (“RSUs”) pursuant to the Share Award Scheme adopted by the Company on September 14, 2012 (as amended) (the “Share Award Scheme”) in respect of a maximum of 8,876,044 new ordinary shares of US\$0.01 each of the Company (“Shares”) and to issue the Shares underlying the RSUs granted pursuant to the Share Award Scheme (in accordance with the terms and conditions described in the Annual General Meeting circular).	422,228,332 (38.997134%)	660,487,980 (61.002866%)
10.	To approve the proposed amendments to the Share Award Scheme as described in the Annual General Meeting circular.	420,150,399 (38.813819%)	662,325,913 (61.186181%)
11.	Subject to the passing of the resolution numbered 9 above, to (i) approve the grant of RSUs pursuant to the Share Award Scheme in respect of an aggregate of up to 2,545,590 Shares to Mr. Ramesh Dungarmal Tainwala in accordance with the terms of the Share Award Scheme, and (ii) to give authority to the Directors to exercise the powers of the Company to grant RSUs referred to in the resolution numbered 9 above to give effect to such grant of RSUs.	339,089,599 (33.918779%)	660,620,913 (66.081221%)
12.	Subject to the passing of the resolution numbered 9 above, to (i) approve the grant of RSUs pursuant to the Share Award Scheme in respect of an aggregate of up to 564,662 Shares to Mr. Kyle Francis Gendreau in accordance with the terms of the Share Award Scheme, and (ii) to give authority to the	419,658,399 (38.847212%)	660,620,913 (61.152788%)

	Directors to exercise the powers of the Company to grant RSUs referred to in the resolution numbered 9 above to give effect to such grant of RSUs.		
13.	Subject to the passing of the resolution numbered 9 above, to (i) approve the grant of RSUs pursuant to the Share Award Scheme in respect of an aggregate of up to 1,799,117 Shares to the Other Connected Participants (as defined in the circular dated April 23, 2018) in accordance with the terms of the Share Award Scheme, and (ii) to give authority to the Directors to exercise the powers of the Company under the mandate granted to the Directors to grant RSUs referred to in the resolution numbered 9 above to give effect to such grant of RSUs.	419,658,399 (38.847212%)	660,620,913 (61.152788%)
Special Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
14.	To approve the discharge granted to the Directors and the approved statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company for the exercise of their respective mandates during the year ended December 31, 2017.	1,045,879,062 (99.248597%)	7,918,262 (0.751403%)
15.	To approve the remuneration to be granted to certain Directors of the Company.	1,077,613,383 (99.874072%)	1,358,729 (0.125928%)
16.	To approve the remuneration to be granted to KPMG Luxembourg as the approved statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company.	1,048,146,493 (96.880064%)	33,754,619 (3.119936%)

Notes:

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 8 and not less than 75% of the votes were cast in favour of each of the special resolutions numbered 14 to 16, the resolutions numbered 1 to 8 and 14 to 16 were duly passed.

As disclosed in the Company's announcement on May 31, 2018, Mr. Ramesh Dungarmal Tainwala submitted his resignation from his employment with the Company and from his directorships within the Company and its subsidiaries. Mr. Tainwala ceased to be the Chief Executive Officer and Executive Director of the Company effective on May 31, 2018. As a procedural matter required under Luxembourg law and consistent with past practice, Mr. Tainwala's resignation as a director of the Company is required to be acknowledged by the shareholders at a general shareholders' meeting of the Company to be convened as soon as practicable. In his resignation letter, Mr. Tainwala expressly indicated that should he be re-elected at the Annual General Meeting as a director of the Company, he would not accept the mandate and reiterated his resignation as a director of the Company without the need for him to take any further action, irrespective of the outcome of the shareholders' vote. Accordingly, notwithstanding that the ordinary resolution numbered 4(a) has been duly passed, Mr. Tainwala will not be a director of the Company.

As less than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 9 to 13, the resolutions numbered 9 to 13 were not duly passed.

The Remuneration Committee of the Board of Directors of the Company (the "**Board**") and the Board acknowledge the responses received from shareholders to the proposals related to the Company's long-term incentive plan for the Group's senior executives and employees pursuant to the Company's

Share Award Scheme (the “**LTIP Proposals**”) as reflected in the poll results for resolutions numbered 9 to 13.

The Remuneration Committee has also taken note of the concerns about the Share Award Scheme and the LTIP Proposals that were identified by the voting advisory firms ISS and Glass Lewis (the “**Voting Advisors**”) as having caused such firms to recommend that the shareholders vote against the LTIP Proposals. These concerns were that:

1. the Share Award Scheme permits awards to be granted to non-executive directors, and that directors eligible to receive awards under the Share Award Scheme are involved in the administration of the Share Award Scheme;
2. the Share Award Scheme permits awards to be granted to persons other than executive directors and employees (or persons performing substantially equivalent services); and
3. the Share Award Scheme (as proposed to be amended) provides the Board with absolute discretion to determine that upon a change of control of the Company, the vesting of unvested awards will accelerate.

The Remuneration Committee regularly reviews the Company’s remuneration policies with the assistance of an independent outside compensation consultant. The Remuneration Committee notes that as a policy matter its intention is (and was when proposing the LTIP Proposals) that:

1. no awards will be granted to non-executive directors of the Company, and the Share Award Scheme will be administered solely by non-executive directors who are not participants under the Share Award Scheme; and
2. no awards will be granted to participants who are not executive directors of the Company, employees of the Company or its subsidiaries, or individuals who are performing substantially equivalent services.

The Remuneration Committee further notes that all awards under the Share Award Scheme that have been granted or proposed to be granted to date comply with this policy, and the Share Award Scheme has also been administered to date in compliance with this policy.

In addition, the Remuneration Committee notes that, as a matter of policy, it intends (and intended, when developing the LTIP Proposals) for future awards under the Share Award Scheme to provide that, following a change of control of the Company, such awards will continue (i.e., will “roll over”), except that such awards will vest early upon involuntary termination of employment without cause or voluntary resignation for good reason within two years following the change in control (commonly known as “double trigger”). The Remuneration Committee intends that the Board would only retain discretion to modify the vesting conditions upon a change in control in situations where rolling over awards is not possible or is impracticable in the context of a particular change in control transaction (for example, in the event of an acquisition by a private company or investor that does not have the ability to roll over awards).

The Remuneration Committee acknowledges that, as drafted, the Share Award Scheme as it has been in effect since 2012 and as it was proposed to be amended at the Annual General Meeting held today, does not adequately address the concerns identified by the Voting Advisors. The Remuneration Committee intends to develop a revised long term incentive plan (including proposed amendments to the Share Award Scheme) that appropriately reflects its policy positions and to submit such plan for the approval of shareholders as soon as practicable. In developing such plan, the Remuneration Committee will also take into consideration other concerns that the shareholders may have with the LTIP Proposals. The Remuneration Committee intends for its approach to long term incentive compensation to be in line with international standards.

As at the date of the Annual General Meeting, the total number of issued shares of the Company was 1,425,770,352 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the Annual General Meeting. There were no Shares entitling the holders to attend and abstain from voting in favour at the Annual General 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**”).

12 shareholders who are connected persons of the Company as set out in the Company’s circular dated April 23, 2018 (the “**Connected Participants**”) and their respective associates, holding an aggregate of 8,053,536 Shares, abstained from voting on the ordinary resolutions numbered 9 and 10 at the Annual General Meeting.

Mr. Ramesh Dungarmal Tainwala and his associates, holding an aggregate of 6,102,034 Shares, abstained from voting on the ordinary resolution numbered 11 at the Annual General Meeting.

Mr. Kyle Francis Gendreau and his associates, holding an aggregate of 1,409,648 Shares, abstained from voting on the ordinary resolution numbered 12 at the Annual General Meeting.

The Other Connected Participants (as defined in the Company’s circular dated April 23, 2018) and their respective associates, holding an aggregate of 541,854 Shares, abstained from voting on the ordinary resolution numbered 13 at the Annual General Meeting.

Save as disclosed above, no shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the Annual General Meeting and none of the shareholders had stated his intention in the Company’s circular dated April 23, 2018 to vote against or to abstain from voting on any of the resolutions at the Annual General Meeting.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the Annual General Meeting.

CASH DISTRIBUTION TO SHAREHOLDERS

A cash distribution to the shareholders in the amount of approximately US\$0.0771 per share, representing a total distribution of US\$110,000,000.00 to be made from the Company’s ad hoc distributable reserve on July 12, 2018 as approved in the above ordinary resolution numbered 3 at the Annual General Meeting (the “**Distribution**”). The payment of the Distribution shall be made in US Dollars, except that payment to shareholders whose names appear on the register of members in Hong Kong shall be paid in Hong Kong Dollars. The relevant exchange rate shall be the opening buying rate of HK\$ to US\$ as announced by the Hong Kong Association of Banks (www.hkab.org.hk) on the day of the approval of the Distribution, i.e., June 7, 2018 (US\$1 = HK\$7.8175). Accordingly, the amount of cash distribution payable in Hong Kong Dollars will be approximately HK\$0.6031 per share.

The payment of the Distribution will not be subject to withholding tax under Luxembourg law.

POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING

At the extraordinary general meeting (the “**Extraordinary General Meeting**”) of the Company held on June 7, 2018, the proposed resolution as set out in the notice of the Extraordinary General Meeting dated April 23, 2018 was taken by poll. The poll result is as follows:

Special Resolution		Number of Votes (Approximate % of total shares voted)	
		For	Against
1.	<p>To (a) extend the authorization granted to the board of directors of the Company until May 10, 2021, subject always to compliance with applicable provisions of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant RSUs to receive Company’s Shares and to allocate existing Company’s Shares without consideration and/or to issue Company’s Shares paid-up out of available reserves to employees and/or corporate officers (including directors, members of the management board and the supervisory board) of the Company or companies pertaining to the same group as the Company, within the limits provided for in Article 4.2 of the articles of incorporation of the Company and without reserving a preferential subscription right to the existing Company’s shareholders to subscribe to the Company’s Shares to be issued, on the basis of the report of the board of directors of the Company drawn up in accordance with Article 420-26(5) and (6) of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and (b) amend Article 4.2 of the articles of incorporation of the Company to reflect the extension referred to above which shall be read as follows:</p> <p><i>“The authorised share capital of the Company is set, including the subscribed share capital, at thirty-five million United States Dollars (USD35,000,000.-) represented by three billion five hundred million (3,500,000,000) Shares with a par value of United States Dollars one Cent (USD0.01) each. Subject always to compliance with applicable provisions of the Luxembourg Companies Law, during the period of five years from the date of the publication in the Luxembourg Official Gazette, Mémorial C, Recueil des Sociétés et Associations, of the minutes of the Extraordinary General Meeting approving the renewal of the authorised share capital, the Board is authorised:</i></p> <p><i>(i) to issue Shares, to grant options to subscribe for Shares, to grant restricted share units to receive Shares and to issue any other securities or instruments convertible into Shares, to such persons and on such terms as it shall see fit and specifically to proceed to such issue without</i></p>	<p>420,223,848 (38.918526%)</p>	<p>659,528,873 (61.081474%)</p>

	<p><i>reserving for the existing Shareholders a preferential right to subscribe for the issued Shares, and</i></p> <p><i>(ii) to allocate existing Shares without consideration or to issue Shares paid-up out of available reserves (the “Bonus Shares”) to employees and to corporate officers (including the directors) of the Company, or certain categories thereof.</i></p> <p><i>In case of issue of new Shares, the Board shall disapply the preferential subscription right of the existing shareholders. The Board is authorised to fix the terms and conditions of the allocation of the Bonus Shares, including the final allocation period and a minimum period during which the Bonus Shares may not be transferred by their respective holder.</i></p> <p><i>The Board is also authorised to allocate existing Shares or to issue the Bonus Shares within the same terms and conditions as described above to (i) employees of companies in which the Company holds, directly or indirectly, at least 10% of the issued share capital or voting rights, (ii) employees of companies which, directly or indirectly, hold at least 10% of the issued share capital or voting rights of the Company, (iii) employees of companies at least 50% of the issued share capital or voting rights of which are directly or indirectly, held by a company which itself, directly or indirectly, holds at least 50% of the issued share capital of the Company, and (iv) corporate officers (including directors, members of the management board and the supervisory board) of the companies referred to under (i), (ii) and (iii) above, or certain categories thereof.</i></p> <p><i>Moreover, to comply with applicable provisions of the Listing Rules, any issue of Shares, any grant of options to subscribe for Shares, any grant of restricted share units to receive Shares and any issue of any other securities or instruments convertible into Shares by the Board through the authorised share capital authorisation shall be or shall have been specifically approved in advance by a resolution passed by Shareholders at a general meeting of the Company, except as expressly permitted in the Listing Rules.”</i></p>		
--	---	--	--

Notes:

As less than 75% of the votes were cast in favour of the above special resolution, the special resolution was not duly passed.

As at the date of the Extraordinary General Meeting, the total number of issued Shares of the Company was 1,425,770,352 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution at the Extraordinary General Meeting. There were no

Shares entitling the holders to attend and abstain from voting in favour at the Extraordinary General Meeting as set out in rule 13.40 of the Listing Rules.

The Connected Participants and their respective associates, holding an aggregate of 8,053,536 Shares, abstained from voting on the resolution at the Extraordinary General Meeting.

Save as disclosed above, no shareholder of the Company was required under the Listing Rules to abstain from voting on the resolution at the Extraordinary General Meeting and none of the shareholders had stated his intention in the Company's circular dated April 23, 2018 to vote against or to abstain from voting on the resolution at the Extraordinary General Meeting.

The Company's share registrar in Luxembourg, Intertrust Luxembourg S.à r.l. and the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineers for the vote-taking at the Extraordinary General Meeting.

By Order of the Board
SAMSONITE INTERNATIONAL S.A.
Timothy Charles Parker
Chairman

Luxembourg, June 7, 2018

As of the date of this announcement, the Executive Director is Kyle Francis Gendreau, the Non-executive Directors are Timothy Charles Parker, Tom Korbas and Jerome Squire Griffith and the Independent Non-executive Directors are Paul Kenneth Etchells, Keith Hamill, Bruce Hardy McLain (Hardy) and Ying Yeh.