

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 159469

(Incorporated in Luxembourg with limited liability)

(Stock code: 1910)

**(1) PROPOSED REDUCTION OF
THE AUTHORISED SHARE CAPITAL OF THE COMPANY
(2) PROPOSED RENEWAL OF
THE SHARE CAPITAL AUTHORISATION OF THE COMPANY
(3) PROPOSED AMENDMENT TO THE ARTICLES OF
INCORPORATION OF THE COMPANY
(4) CLOSURE OF THE REGISTER OF MEMBERS OF
THE COMPANY AND RECORD DATE**

The Board proposes that (1) the authorised share capital of the Company be reduced from US\$1,012,800,369.99 to US\$35,000,000, (2) the share capital authorisation of the Company be renewed for a further five years and (3) the articles of incorporation of the Company be amended to give effect to the foregoing. An extraordinary general meeting of the Shareholders of the Company will be convened on Thursday, March 3, 2016 for Shareholders to consider and, if thought fit, approve the foregoing matters.

Introduction

The board of directors (the “**Board**”) of Samsonite International S.A. (the “**Company**”) announces that it is proposed that (1) the authorised share capital of the Company be reduced from US\$1,012,800,369.99 to US\$35,000,000, (2) the share capital authorisation of the Company be renewed for a further five years and (3) the articles of incorporation of the Company (the “**Articles**”) be amended to give effect to the foregoing.

Proposed Reduction of the Authorised Share Capital of the Company

The Company’s authorised share capital (including the subscribed share capital) is US\$1,012,800,369.99, representing 101,280,036,999 ordinary shares of US\$0.01 each in the capital of the Company (the “**Shares**”). As at January 27, 2016 (being the latest practicable date prior to the publication of this announcement), the issued and paid-up share capital of the Company was US\$14,098,435.53, representing 1,409,843,553 Shares.

The Board proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) to reduce the authorised share capital of the Company from US\$1,012,800,369.99, representing 101,280,036,999 Shares (including the subscribed share capital), to US\$35,000,000, representing 3,500,000,000 Shares (including the subscribed share capital) (such reduction, the “**Reduced Authorised Share Capital**”) as the existing authorised share capital of the Company substantially exceeds the needs of the Company, after taking into consideration (a) the existing issued and subscribed share capital of the Company and (b) the maximum number of Shares which may be issued pursuant to the general mandate to issue Shares granted to the directors of the Company (the “**Directors**”) and pursuant to the vesting or exercise of share awards granted or to be granted pursuant to the share award scheme of the Company adopted by the Shareholders on September 14, 2012, as further amended by the Board on January 8, 2013 (the “**Share Award Scheme**”).

Proposed Renewal of the Share Capital Authorisation of the Company

Article 4.2 of the Articles provides that subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time (the “**Luxembourg Companies Law**”), during the period of five years from the date of the publication of the creation or amendment of the authorised share capital by general meeting, the Board is authorised to issue Shares, to grant options to subscribe for 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 reserving for the existing Shareholders a preferential right to subscribe for the issued Shares (the “**Share Capital Authorisation**”).

As the existing Share Capital Authorisation will expire on May 11, 2016, the Board proposes to seek the approval of the Shareholders to renew the Share Capital Authorisation for an additional five years with effect on and from May 11, 2016 (such renewal, the “**Renewed Share Capital Authorisation**”). The Renewed Share Capital Authorisation simply extends, for an additional five years, the existing Share Capital Authorisation; provided that, if approved, the maximum number of Shares that may be issued and subscribed at any time will be limited to the Reduced Authorised Share Capital.

The Share Capital Authorisation is not a general authorisation from the Shareholders to the Board to allot, issue or deal with Shares but is simply an authorisation required in accordance with the requirements of the Luxembourg Companies Law. Any issue of Shares, grant of options to subscribe for Shares or issue of any other securities or instruments convertible into Shares pursuant to the Share Capital Authorisation is, and pursuant to the Renewed Share Capital Authorisation will still be, subject to the restrictions set out in the Articles, the Luxembourg Companies Law and the Listing Rules. If the Share Capital Authorisation is not renewed, after May 11, 2016, the Board will not be permitted under the Luxembourg Companies Law to (a) issue Shares pursuant to the exercise of share awards that are then outstanding pursuant to the Share Award Scheme of the Company and (b) issue Shares, grant options to subscribe for Shares and issue any other securities or instruments convertible into Shares pursuant to the general mandate to issue Shares granted to the Directors or any future approval that may be granted by the Shareholders to the Board in general meeting.

Proposed Amendment to the Articles of the Company

In order to give effect to the Reduced Authorised Share Capital and the Renewed Share Capital Authorisation, the Board also proposes to seek the approval of the Shareholders to amend Article 4.2 of the Articles to reflect the Reduced Authorised Share Capital and the Renewed Share Capital Authorisation (the “**Amendment to the Articles**”).

Extraordinary General Meeting

An extraordinary general meeting of the Shareholders of the Company (the “**EGM**”) will be convened on Thursday, March 3, 2016 for Shareholders to consider and, if thought fit, approve the Reduced Authorised Share Capital, the Renewed Share Capital Authorisation and the Amendment to the Articles.

A circular containing details of the proposed Reduced Authorised Share Capital, the Renewed Share Capital Authorisation and the Amendment to the Articles together with the notice of the EGM, a report drawn up by the Board in accordance with the Luxembourg Companies Law and a form of proxy for use at the EGM will be sent to the Shareholders on February 3, 2016.

Closure of the Register of Members of the Company and Record Date

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, March 1, 2016 to Thursday, March 3, 2016, both dates inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlement of Shareholders to attend and vote at the EGM will be Thursday, March 3, 2016.

In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg or with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1717 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, February 29, 2016.

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

Hong Kong, February 2, 2016

As of the date of this announcement, the Executive Directors are Ramesh Dungarmal Tainwala, Kyle Francis Gendreau and Tom Korbass, the Non-Executive Director is Timothy Charles Parker and the Independent Non-Executive Directors are Paul Kenneth Eтчells, Keith Hamill, Miguel Kai Kwun Ko, Bruce Hardy McLain (Hardy) and Ying Yeh.