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**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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given that** an annual general meeting (the “**Annual General Meeting**”) of Samsonite International S.A. (the “**Company**”) will be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg and by video conference at Level 33, 9 Queen’s Road Central, Hong Kong on Thursday, June 7, 2012 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and adopt the audited statutory accounts and audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors for the year ended December 31, 2011.
2. To approve the allocation of the results of the Company for the year ended December 31, 2011.
3. To declare a cash distribution to the shareholders of the Company in an amount of thirty million one hundred and sixty United States dollars and ninety-two cents (US\$30,000,160.92) out of the Company’s distributable ad hoc reserve.
4. To re-elect the following retiring directors for a period of three years:
  - (i) Mr. Ramesh Dungarmal Tainwala;
  - (ii) Mr. Keith Hamill; and
  - (iii) Mr. Miguel Kai Kwun Ko.

5. To renew the mandate granted to KPMG Luxembourg S.à r.l. to act as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the year ending December 31, 2012.
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.

7. **“THAT:**

- (a) subject to paragraph 7(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Applicable Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company (“**Shares**”) or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the mandate in paragraph 7(a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Applicable Period which would or might require the exercise of such powers after the end of the Applicable Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph 7(a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of incorporation of the Company; or
  - (iii) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Applicable Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of incorporation of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

8. **“THAT:**

- (a) subject to paragraph 8(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Applicable Period (as defined in paragraph 7(d) above) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations; and
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph 8(a) above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly.”

9. **“THAT** conditional upon the passing of resolutions set out in items 7 and 8 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

## **SPECIAL RESOLUTIONS**

To consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

- 10. To approve the discharge granted to the directors and the approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the exercise of their respective mandates during the year ended December 31, 2011.
- 11. To approve the remuneration to be granted to certain directors of the Company.

12. To approve the remuneration to be granted to KPMG Luxembourg S.à r.l. as the approved statutory auditor (*réviseur d'entreprises agréé*) of the Company.

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

Hong Kong, April 25, 2012

*Notes:*

1. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be deposited at the Company's branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, June 5, 2012 to Thursday, June 7, 2012, both dates inclusive, during which period no transfer of shares will be registered. The record date for determining which shareholders will be eligible to attend and vote at the Annual General Meeting will be Thursday, June 7, 2012. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, June 4, 2012.
5. For determining the entitlement to the proposed cash distribution, the Register of Members of the Company will be closed from Thursday, June 14, 2012 to Friday, June 15, 2012, both dates inclusive, during which period no transfer of shares will be registered. The record date for determining which shareholders will be entitled to the proposed cash distribution will be Friday, June 15, 2012. In order to qualify for the proposed cash distribution, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 13, 2012.

*As of the date of this announcement, the Executive Directors are Timothy Charles Parker, Kyle Francis Gendreau and Ramesh Dungarmal Tainwala, the Non-Executive Directors are Nicholas James Clarry, Bruce Hardy McLain (Hardy) and Keith Hamill and the Independent Non-Executive Directors are Paul Kenneth Etchells, Miguel Kai Kwun Ko and Ying Yeh.*

\* For identification purposes only