



**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 5/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Thursday, June 5, 2014 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 of the Company (the “**Directors**”) and auditors for the year ended December 31, 2013.
2. To approve the allocation of the results of the Company for the year ended December 31, 2013.
3. To declare a cash distribution to the shareholders of the Company in an amount of eighty million United States dollars (US\$80,000,000.00) 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. Kyle Francis Gendreau; and
  - (ii) Ms. Ying Yeh.
5. To elect Mr. Tom Korbas as an executive Director of the Company for a period of three years.
6. 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, 2014.
7. 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.

8. **“THAT:**

- (a) subject to paragraphs 8(c) and 8(d) 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 8(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 8(a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below); or
  - (ii) the exercise of any options under the share award scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares of the Company; or
  - (iii) 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
  - (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 10 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;
- (d) the mandate in paragraph 8(a) above shall authorize the Directors of the Company to allot and issue, or agree conditionally or unconditionally to allot and issue, Shares or securities convertible with Shares for cash consideration, provided that the relevant price for securities shall not represent a discount of more than 10 per cent. to the Benchmarked Price (as defined below) of the Shares; and
- (e) 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.

“**Benchmarked Price**” means the higher of:

- (i) the closing price of the Shares on the date of the relevant agreement involving the proposed issue of securities; and
- (ii) the average closing price of the Shares in the five trading days immediately prior to the earlier of:
  - (A) the date of announcement of the proposed transaction or arrangement involving the proposed issue of securities;
  - (B) the date of the agreement involving the proposed issue of securities; and
  - (C) the date on which the subscription price for the securities is fixed.

“**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).”

9. “**THAT:**

- (a) subject to paragraph 9(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 8(e) above) all the powers of the Company to purchase its Shares in accordance with all applicable law, rules and regulations; and
- (b) (i) the total nominal amount of Shares of the Company to be purchased pursuant to the mandate in paragraph 9(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 (ii) the price at which any Shares of the Company may be purchased shall be within the range of HK\$13.50 and HK\$33.50 per Share and shall not be higher by five per cent. or more than the average closing market price of the Shares on The Stock Exchange of Hong Kong Limited for the five trading days preceding the date of purchase of any such Shares by the Company, and the said mandate shall be limited accordingly.”

## 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, 2013.
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.**  
**John B. Livingston**  
*Joint Company Secretary*

Hong Kong, April 24, 2014

*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. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System (“**CCASS**”) or maintained with a licensed securities dealer (i.e. not directly recorded in his own name in the Register of Members of the Company) shall only be entitled to vote by providing its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries. In order to attend and vote at the meeting, any such shareholder shall be appointed by HKSCC Nominees Limited as its proxy to attend and vote instead of him.
4. 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 or to the Company’s registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg 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.
5. 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 3, 2014 to Thursday, June 5, 2014, both dates inclusive, during which period no transfer of shares will be registered. 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 1712–1717 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, May 30, 2014.
6. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 12 noon on June 5, 2014, the above meeting will not be held in Hong Kong on June 5, 2014 but will continue to be held at the Company’s registered office in Luxembourg at 13–15 Avenue de la Liberté, L-1931 Luxembourg.