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## **SAMSONITE INTERNATIONAL S.A.**

**新秀丽國際有限公司**

*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)**

## **NOTICE OF GENERAL MEETING**

**Notice is hereby given that** a general meeting of the shareholders (the “**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 Tuesday, July 26, 2016 at 11:00 a.m. (CET)/5:00 p.m. (Hong Kong time) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

#### **“THAT**

- (a) the agreement and plan of merger (the “**Merger Agreement**”) dated as of March 3, 2016 entered into between the Company, PTL Acquisition Inc. (“**PTL Acquisition**”) and Tumi Holdings, Inc. (“**Tumi**”) in relation to the merger of PTL Acquisition with and into Tumi, with Tumi surviving the merger as an indirect wholly-owned subsidiary of the Company, and the transactions contemplated thereunder including the merger, the debt financing as well as the guarantees and security to be granted in that respect (as further described in the circular dispatched by the Company on June 28, 2016), be and are hereby approved, ratified and confirmed; and

(b) the directors of the Company, acting collectively and individually, be and are hereby authorized, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the directors of the Company in their discretion may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Merger Agreement and the transactions contemplated thereunder.”

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

Hong Kong, June 28, 2016

*Notes:*

1. The resolution at the 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 General 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 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 General 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 General 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 General Meeting, the register of members of the Company will be closed from Friday, July 22, 2016 to Tuesday, July 26, 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the General Meeting, 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 Thursday, July 21, 2016.
6. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 12 noon on July 26, 2016, the above meeting will not be held in Hong Kong on July 26, 2016 but will continue to be held at the Company’s registered office in Luxembourg at 13–15 Avenue de la Liberté, L-1931 Luxembourg.

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