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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 EXTRAORDINARY GENERAL MEETING**

**Notice is hereby given that** an extraordinary general meeting of the shareholders (the “**Extraordinary General Meeting**”) of Samsonite International S.A. (the “**Company**”) will be held in the presence of a notary of the Grand Duchy of Luxembourg at 13-15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, March 3, 2016 at 1:00 p.m. (CET) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution.

The purpose of the Extraordinary General Meeting is to (a) 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), (b) renew the authorisation granted on March 8, 2011 until May 11, 2016 to the board of directors of the Company, for an additional period of five years, 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 issue the Company’s shares, to grant options to subscribe for the Company’s shares and to issue any other securities or instruments convertible into the Company’s shares, and consequently to increase, in one or several times, the subscribed share capital of the Company within the limits of the authorised capital of the Company, without reserving a preferential subscription right to the existing Company’s shareholders to subscribe to the Company’s shares to be issued, and (c) amend accordingly Article 4.2 of the articles of incorporation of the Company to reflect the reduction and the renewal referred to above.

Subject to the passing of the special resolution set out below and subject always to the same conditions and restrictions currently in effect (as further described in the letter from the board of directors of the Company included in the circular issued by the Company on February 3, 2016), the Company’s directors will have the authority under the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, to issue additional shares, to grant options to subscribe for the Company’s shares and to issue any other securities or instruments convertible into the Company’s shares pursuant to the existing mandate or any future mandate that the Company’s shareholders may grant to the board of directors at a general meeting.

A report of the board of directors of the Company justifying the reasons for the renewal of the share capital authorisation is attached to the present convening notice.

## **SPECIAL RESOLUTION**

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

1. To (a) reduce the authorised share capital of the Company from one billion twelve million eight hundred thousand three hundred sixty-nine United States Dollars ninety-nine Cents (US\$1,012,800,369.99), representing one hundred and one billion two hundred eighty million thirty-six thousand nine hundred ninety-nine (101,280,036,999) shares (including the subscribed share capital), to thirty-five million United States Dollars (US\$35,000,000.-), representing three billion five hundred million (3,500,000,000) shares (including the subscribed share capital), (b) renew the authorisation granted to the board of directors of the Company until May 11, 2016, for an additional period of five years, to issue Company's shares, to grant options to subscribe for Company's shares and to issue any other securities or instruments convertible into Company's shares, within the limits of the authorised share capital of the Company and under the terms and conditions provided for in Article 4.2 of the articles of incorporation of the Company, 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, and with the authority for the board of directors of the Company to limit or withdraw the preferential subscription rights of the shareholders when issuing the Company's new shares, on the basis of the report of the board of directors of the Company drawn up in accordance with Article 32-3 (5) of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and (c) amend Article 4.2 of the articles of incorporation of the Company to reflect the reduction and the renewal referred to above which shall be read as follows:

*“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 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. Moreover, to comply with applicable provisions of the Listing Rules, any issue of Shares, any grant of options to subscribe for 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.”*

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

Hong Kong, February 3, 2016

*Notes:*

1. The resolution at the Extraordinary 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 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, March 1, 2016 to Thursday, March 3, 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 Extraordinary 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 Monday, February 29, 2016.

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