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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Samsonite International S.A., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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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 ANNUAL GENERAL MEETING  
AND  
INFORMATION ON PROPOSED RESOLUTIONS AT  
ANNUAL GENERAL MEETING  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES**

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A notice convening the Annual General Meeting of Samsonite International S.A. to 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 2, 2016 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.samsonite.com](http://www.samsonite.com)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

April 22, 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to 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 2, 2016 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof;
“Articles of Incorporation”	the articles of incorporation of the Company currently in force;
“Benchmarked Price”	the higher of: <ul style="list-style-type: none"><li>(i) the closing price of the Shares on the date of the relevant agreement involving the proposed issue of securities; and</li><li>(ii) the average closing price of the Shares in the five trading days immediately prior to the earlier of:<ul style="list-style-type: none"><li>(A) the date of announcement of the proposed transaction or arrangement involving the proposed issue of securities;</li><li>(B) the date of the agreement involving the proposed issue of securities; and</li><li>(C) the date on which the subscription price for the securities is fixed;</li></ul></li></ul>
“Board”	the board of Directors of the Company;
“Company”	Samsonite International S.A. 新秀丽國際有限公司, a société anonyme incorporated and existing under the laws of the Grand-Duchy of Luxembourg on March 8, 2011 having its registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B159.469 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	the directors of the Company;
“Distribution”	as defined in paragraph 3 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“ISS Guidelines”	the <i>2016 Hong Kong Proxy Voting Guidelines</i> published by Institutional Shareholder Services Inc.;
“Issuance Mandate”	as defined in paragraphs 7 and 8 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
“Latest Practicable Date”	April 15, 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Luxembourg Companies Law”	the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time;
“Share(s)”	ordinary shares of US\$0.01 each in the capital of the Company;
“Share Award Scheme”	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;
“Share Buy-back Mandate”	as defined in paragraphs 7 and 8 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time;
“US\$”	United States dollars, the lawful currency of the United States;
“%”	per cent;
“€”	Euros, the single currency of the participating member states of the European Union.



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**新秀丽國際有限公司**

*13-15 Avenue de la Liberté, L-1931 Luxembourg*

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*(Incorporated in Luxembourg with limited liability)*

*(Stock code: 1910)*

*Executive Directors:*

Ramesh Dungarmal Tainwala (*Chief Executive Officer*)

Kyle Francis Gendreau

*Registered Office:*

13-15 Avenue de la Liberté

L-1931

Luxembourg

*Non-executive Directors:*

Timothy Charles Parker (*Chairman*)

Tom Korbas

*Principal Place of Business in Hong Kong:*

25/F, Tower 2, The Gateway

Harbour City, Tsimshatsui, Kowloon

Hong Kong

*Independent Non-executive Directors:*

Paul Kenneth Etchells

Keith Hamill

Miguel Kai Kwun Ko

Bruce Hardy McLain (*Hardy*)

Ying Yeh

April 22, 2016

*To the Shareholders*

Dear Sir/Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
INFORMATION ON PROPOSED RESOLUTIONS AT  
ANNUAL GENERAL MEETING  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES**

**(1) INTRODUCTION**

The purpose of this circular is to give notice of the Annual General Meeting and to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting, including information required to be provided under the Listing Rules in relation to (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Buy-back Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares, respectively.

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## LETTER FROM THE BOARD

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### (2) ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

Pursuant to the Listing Rules and Article 13.5 of the Company's Articles of Incorporation, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.samsonite.com](http://www.samsonite.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

### (3) INFORMATION ON PROPOSED RESOLUTIONS AT THE ANNUAL GENERAL MEETING

#### ORDINARY RESOLUTIONS:

#### 1. Adoption of audited statutory accounts and consolidated financial statements of the Company and reports from the Directors and auditors for the year ended December 31, 2015

Under Luxembourg law, the Company is required to issue audited statutory accounts as a stand-alone entity which are separate from the consolidated financial statements, together with reports from the Directors and the approved statutory auditor (*réviseur d'entreprises agréé*).

Under Luxembourg law, the Company is also required to issue consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards as adopted by the International Accounting Standards Board ("IASB IFRS") with a footnote reconciling to International Financial Reporting Standards as adopted by the European Union ("EU IFRS"). There are no significant differences between these consolidated financial statements and the consolidated financial statements contained in the Company's annual report as required under the Listing Rules, although there are certain differences in the disclosures that are required as part of the Directors' report.

Together with this circular, Shareholders will receive copies of:

- (a) the audited statutory accounts, including the Directors' report and approved statutory auditor's (*réviseur d'entreprises agréé*) report;
- (b) the audited consolidated financial statements prepared in accordance with IASB IFRS with a footnote reconciling to EU IFRS, including the Directors' report and the related approved statutory auditor's (*réviseur d'entreprises agréé*) report;

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## LETTER FROM THE BOARD

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- (c) the audited consolidated financial statements prepared in accordance with IASB IFRS, including the related Directors' report and external auditor's report (which are included as part of the Company's annual report); and
- (d) the report drawn up by the Board in accordance with Article 10.9 of the Articles of Incorporation relating to, among other things, the conflict of interest of (a) Mr. Tom Korbas concerning his resignation as President of the Company's North America division and his re-designation as Non-executive Director of the Company effective as of April 1, 2016, and (b) Mr. Ramesh Tainwala concerning the approval of (i) the renewal of the joint venture agreement with an indirect subsidiary of the Company, (ii) several renewed framework agreements with third party and indirect subsidiaries of the Company, and (iii) the Company's continuing connected transactions as described in the consolidated financial statements.

It is proposed that these statutory accounts and consolidated financial statements be adopted by the Shareholders.

### **2. Approval of the allocation of results of the Company for the year ended December 31, 2015**

It is proposed that the results of the Company for the year ended December 31, 2015 will be allocated as described in the Directors' report on the audited statutory accounts of the Company.

### **3. Declaration of cash distribution to Shareholders**

On March 16, 2016, the Board recommended that a cash distribution to Shareholders be made from the Company's ad hoc distributable reserve in the amount of US\$93,000,000.00 (the "**Distribution**"). The proposed Distribution from the Company's ad hoc distributable reserve is subject to approval by the Shareholders at the Annual General Meeting.

The payment of the Distribution shall be made in US dollars, except that payment to Shareholders whose names appear on the register of members in Hong Kong shall be paid in Hong Kong dollars. The relevant exchange rate shall be the opening buying rate of HK\$ to US\$ as announced by the Hong Kong Association of Banks ([www.hkab.org.hk](http://www.hkab.org.hk)) on the day of the approval of the Distribution. The payment of the Distribution will not be subject to withholding tax under Luxembourg law.

### **4. Re-election of retiring Directors**

In accordance with the code provision A.4.2 as set out in Appendix 14 of the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. In addition, in accordance with Article 8.1 of the Articles of Incorporation, the Directors shall be elected by Shareholders at a general meeting, which shall determine their number and term of office. The term of office of a Director shall be up to three years, upon the expiry of which each shall be eligible for re-election.

Accordingly, Mr. Timothy Charles Parker, Mr. Paul Kenneth Etchells and Mr. Bruce Hardy McLain (Hardy) shall retire by rotation, and being eligible, offer themselves for re-election at the Annual General Meeting for a proposed term of three years expiring upon the holding of the annual general meeting of the Company to be held in 2019. The re-election of each of these Directors will be voted on by Shareholders individually.

Details of the retiring Directors are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### **5. Renewal of the mandate granted to KPMG Luxembourg to act as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the year ending December 31, 2016**

It is proposed that the Shareholders renew the mandate of KPMG Luxembourg to act as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company under Luxembourg law for the year ending December 31, 2016.

### **6. Re-appointment of KPMG LLP as external auditor of the Company**

In accordance with Rule 13.88 of the Listing Rules, it is proposed that the Shareholders 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.

### **7. and 8. Proposed granting of general mandates to repurchase and issue Shares**

At the annual general meeting of the Shareholders of the Company held on June 4, 2015, general mandates were granted to the Directors to repurchase and issue Shares, respectively. Such mandates will lapse on 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 to be held by any applicable law or the Articles of Incorporation; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of proposed ordinary resolution contained in paragraph 7 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular (i.e. a total of 141,048,939 Shares) as at the Latest Practicable Date on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, such Shares not to be issued for cash consideration at a discount of more than 10% to the Benchmarked Price of the Shares; and
- (b) the granting of the Share Buy-back Mandate to the Directors to purchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of proposed ordinary resolution contained in paragraph 8 of the notice of the Annual General Meeting as set out on pages 15 to 18 of this circular (i.e. a total of 141,048,939 Shares) as at the Latest Practicable Date on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) within the limits referred to below.

The Board is recommending the granting of the Issuance Mandate for a maximum of 10% of the total number of issued Shares of the Company as at the date of passing of proposed ordinary resolution, and Shares issued for cash consideration under the Issuance Mandate will be subject to a maximum discount of 10% to the Benchmarked Price of the Shares, as opposed to the maximum limit of 20% of the total number of issued Shares of the Company and maximum discount of 20% to the Benchmarked Price of the Shares permitted under the Listing Rules. The Issuance Mandate recommended by the Board is consistent with the applicable ISS Guidelines.

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## LETTER FROM THE BOARD

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In order to comply with the provisions of Luxembourg Companies Law which requires, among others, any purchase of Shares by the Company to be, without prejudice to the principle of equal treatment of all shareholders who are in the same position, within a specified price range approved by the Shareholders, it is proposed that the Board would only exercise the Share Buy-back Mandate to purchase any Shares within a price range of HK\$13.50 and HK\$33.50 per Share. In addition, in order to comply with the requirements of the Listing Rules, the maximum price at which the Company may purchase any Shares will not be higher by 5% or more than the average closing market price of the Shares on the Stock Exchange for the five trading days preceding the date of purchase of any such Shares. **The price range referred to above should not be taken as any indication by the Board as to their views on the price at which the Shares may be traded on the Stock Exchange in the future (which is subject to, among others, the performance of the Company and market and other conditions which are not within the control of the Company) but is provided simply to facilitate a possible purchase by the Company of the Shares on the Stock Exchange in compliance with the applicable laws and regulations.**

The Board notes that under the Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Board further notes that under Luxembourg Companies Law, any share cancellation and consecutive share capital decrease will require the holding of an extraordinary general meeting of the Shareholders to approve such cancellation and share capital decrease. If the Company purchases any Shares pursuant to the Share Buy-back Mandate, an extraordinary general meeting of the Shareholders will be convened to approve the cancellation and share capital decrease in compliance with the applicable laws and regulations.

With reference to the Share Buy-back Mandate and Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **SPECIAL RESOLUTIONS**

#### **9. Approval of the discharge granted to the Directors and KPMG Luxembourg for the exercise of their respective mandates during the year ended December 31, 2015**

As required under Article 13.2 of the Articles of Incorporation and Article 74 of the Luxembourg Companies Law, it is proposed that the Shareholders approve by special resolution the discharge to be 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, 2015.

#### **10. Approval of the remuneration to be granted to certain Directors**

Under Article 13.2 of the Articles of Incorporation, the Shareholders shall approve by special resolution the remuneration to be granted to Directors.

It is proposed that the Shareholders approve the remuneration to be granted to Mr. Timothy Charles Parker in respect of his service as Non-executive Director and Chairman of the Board for the financial year ending December 31, 2016 in an amount of US\$500,000.

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## LETTER FROM THE BOARD

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It is further proposed that the Shareholders approve the remuneration to be granted to Mr. Miguel Ko, Ms. Ying Yeh, Mr. Keith Hamill and Mr. Hardy McLain for the financial year ending December 31, 2016 in an amount of US\$125,000 for each such Director.

It is further proposed that the Shareholders approve the remuneration to be granted to Mr. Tom Korbas in respect of his service as Non-executive Director for the period from April 1, 2016 to December 31, 2016 in an amount of US\$93,750.

It is further proposed that the Shareholders approve the remuneration to be granted to Mr. Paul Eтчells for the financial year ending December 31, 2016 in an amount of (i) US\$125,000 in respect of his service as a Director plus (ii) US\$40,000 in respect of his service as the chairman of the Audit Committee of the Board.

### **11. Approval of the remuneration to be granted to KPMG Luxembourg**

Under Article 13.2 of the Articles of Incorporation, the Shareholders shall approve by special resolution the remuneration to be granted to the approved statutory auditor (*réviseur d'entreprises agréé*).

It is proposed that the Shareholders approve the remuneration to be granted to KPMG Luxembourg as the approved statutory auditor (*réviseur d'entreprises agréé*) of the Company, in an amount up to €52,000 for the financial year ending December 31, 2016.

### **(4) RECOMMENDATION**

The Directors consider that the proposed resolutions described above, including the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Timothy Charles Parker**  
*Chairman*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) TIMOTHY CHARLES PARKER**

Mr. Timothy Charles Parker, aged 60, has served as the Chairman of the Board of Directors since the Company was incorporated in March 2011. As Chairman, he is responsible for leading the Board and ensuring that the Board functions effectively and acts in the best interests of the Company. Mr. Parker was the Company's Chief Executive Officer from January 2009 until September 30, 2014. He served as non-executive chairman of the consolidated group from November 2008 until January 2009, as executive chairman of the consolidated group from January 2009 through September 2014, and as non-executive chairman since October 1, 2014. Mr. Parker has a long history of managing large businesses. Prior to joining the Company, he was chief executive of: The Automobile Association (2004 to 2007), the car-repair firm Kwik-Fit (2002 to 2004), Clarks, the shoemaker (1997 to 2002) and Kenwood Appliances (1989 to 1995). He is currently a director of Archive Investments and is a member of the U.K. Advisors Board of CVC Capital Partners. Since November 2014, Mr. Parker has been Chairman of the National Trust, a U.K. charitable organization. Mr. Parker was appointed chairman of Post Office Limited effective October 1, 2015. He has previously held non-executive directorships with Alliance Boots, Compass and Legal and General. Mr. Parker has also previously advised ministers and senior civil servants on nationalized industry policy in his capacity as an economist at the British Treasury (1977 to 1979). Mr. Parker holds a MA in Philosophy, Politics and Economics from the University of Oxford, Oxford, the United Kingdom (1977) and a Master's in Business Studies from London Graduate School of Business Studies, London, the United Kingdom (1981).

Mr. Parker is subject to re-election at the Annual General Meeting of the Company in accordance with the Articles of Incorporation for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2019.

Save as disclosed, Mr. Parker does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Parker had a personal interest in 60,475,844 Shares or underlying Shares in the Company within the meaning of Part XV of the SFO, including share options exercisable for 4,190,364 Shares that were granted to Mr. Parker under the Company's Share Award Scheme.

Mr. Parker received a Director's fee amounting to US\$500,000 for the year ended December 31, 2015 for his services as Non-executive Director and Chairman of the Board. The emoluments of Mr. Parker are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company dated October 1, 2014.

Save for the information disclosed above, there is no information which is discloseable nor is/was Mr. Parker involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Parker that need to be brought to the attention of the Shareholders.

**(2) PAUL KENNETH ETHELLES**

Mr. Paul Kenneth Etchells, aged 65, has served as an Independent Non-executive Director since May 2011. He is currently an independent non-executive director of Swire Properties Limited, a leading developer, owner and operator of mixed use, principally commercial properties in Hong Kong and the PRC, and of China Foods Limited, a company engaged in food and beverage processing and distribution, both of which are listed on the Main Board of the Stock Exchange. He also serves as a non-executive director and chairman of Twenty20 Limited, a company incorporated in the Cayman Islands which, through its subsidiary companies, is engaged in the manufacture and sale of eyewear products. Mr. Etchells has served as an advisor to Cassia Investments Limited, a private equity firm, since November 2012. He has also held various positions at The Coca-Cola Company (1998 to 2010), including deputy president of Coca-Cola Pacific (2007 to 2010) and president of Coca-Cola China (2002 to 2007). Prior to joining The Coca-Cola Company, Mr. Etchells held various positions at the Swire Group (1976 to 1998), including managing director of Swire Beverages (1995 to 1998), general manager of the Industries Division of Swire Pacific (1989 to 1995) and finance manager of the Industries Division of Swire Pacific (1981 to 1989). Mr. Etchells holds a BA in Political Studies from the University of Leeds, Leeds, the United Kingdom (1971) and a MA in Asia Pacific Studies from the University of Leeds (2013). He is a fellow of the Institute of Chartered Accountants in England and Wales and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. Etchells is subject to re-election at the Annual General Meeting of the Company in accordance with the Articles of Incorporation for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2019.

Save as disclosed, Mr. Etchells does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Etchells did not have any interest in the Shares or underlying Shares in the Company nor any associated corporation of the Company within the meaning of Part XV of the SFO.

Mr. Etchells received a Director's fee amounting to US\$165,000 for the year ended December 31, 2015 as an Independent Non-executive Director and chairman of the Audit Committee of the Company. The emoluments of Mr. Etchells are determined by reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company dated May 27, 2011.

Save for the information disclosed above, there is no information which is discloseable nor is/was Mr. Etchells involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Etchells that need to be brought to the attention of the Shareholders.

**(3) BRUCE HARDY MCLAIN (HARDY)**

Mr. Bruce Hardy McLain (Hardy), aged 63, has served as an Independent Non-executive Director of the Company since June 2014, before which he served as a Non-executive Director from May 2011 until June 2014. He served as a non-executive director of the consolidated group from October 2007 until May 2011. Mr. McLain is a co-founder, and serves on the board, of CVC Capital Partners (“CVC”) (formerly a subsidiary of Citigroup known as Citicorp Venture Capital), from which he retired as managing partner in December 2012. Mr. McLain joined Citicorp Venture Capital in 1988, and in 1993 participated along with fellow managers in the acquisition of Citicorp Venture Capital from Citigroup and the founding of CVC. Since founding CVC he has been involved in and held directorships with a number of companies including the Dorna Sports Group (1998 to 2006), Rapala VMC OYJ (1998 to 2005), Punch Taverns Plc (formerly known as Punch Group Limited) (1999 to 2002), Spirit Group Holdings Limited (formerly known as Spirit Amber Holdings) (2003 to 2006), and Kappa Holding BV (1998 to 2000). He is currently a non-executive director of Everbright Ltd., Terressentia Corp., Formula One, the Haymon Sports LLC and the Lecta Group. Prior to joining Citicorp Development Capital, Mr. McLain worked for Citicorp’s investment management (1986 to 1987) and mezzanine finance (1987 to 1988) groups. Mr. McLain holds a BA in Public Policy and Psychology from Duke University, Durham, North Carolina, USA, where he graduated in 1976, and an MBA in Finance and Marketing from UCLA, Los Angeles, California, USA (1981). He serves on the Board of Visitors for both the Sanford School of Public Policy at Duke University and the UCLA Anderson School of Management.

Mr. McLain is subject to re-election at the Annual General Meeting of the Company in accordance with the Articles of Incorporation for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2019.

Save as disclosed, Mr. McLain does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. McLain had a personal interest in 883,400 Shares or underlying Shares in the Company within the meaning of Part XV of the SFO.

Mr. McLain received a Director’s fee amounting US\$125,000 for the year ended December 31, 2015 as an Independent Non-executive Director. The emoluments of Mr. McLain are determined by reference to his duties and responsibilities with the Company and the Company’s remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company dated May 27, 2011.

Save for the information disclosed above, there is no information which is discloseable nor is/was Mr. McLain involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Hamill that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,410,489,393 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting to be held on June 2, 2016, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 141,048,939 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting (excluding the Shares that are held in treasury pending cancellation if waiver from the Stock Exchange is received) within the limits referred to in paragraphs 7 and 8 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

Shares buy-back must be funded out of funds legally available for the purpose in accordance with the Articles of Incorporation and the Listing Rules and the applicable laws of Luxembourg. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any buy-back by the Company may be made out of the Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose of the buy-back. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be paid out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2015) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
April, 2015	29.80	26.50
May, 2015	28.85	26.00
June, 2015	28.40	25.75
July, 2015	29.40	23.30
August, 2015	25.90	22.20
September, 2015	26.95	23.30
October, 2015	27.85	22.55
November, 2015	24.90	22.50
December, 2015	23.80	21.85
January, 2016	23.80	18.86
February, 2016	23.00	20.05
March, 2016	26.95	22.70
April, 2016 ( <i>up to the Latest Practicable Date</i> )	26.35	24.55

## 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Luxembourg.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, JPMorgan Chase & Co., The Capital Group Companies, Inc., Morgan Stanley, Wellington Management Group, LLP, T. Rowe Price Associates, Inc. and its Affiliates and FIL Limited, the substantial shareholders of the Company (as defined in the Listing Rules), were interested in 243,432,591, 128,078,122, 104,401,125, 100,663,481, 99,254,600 and 85,363,885 Shares respectively, representing approximately 17.25%, 9.08%, 7.40%, 7.13%, 7.03% and 6.05% of the total issued share capital of the Company respectively. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of JPMorgan Chase & Co., The Capital Group Companies, Inc., Morgan Stanley, Wellington Management Group, LLP, T. Rowe Price Associates, Inc. and its Affiliates and FIL Limited would be increased to approximately 19.17%, 10.08%, 8.22%, 7.92%, 7.81% and 6.72% of the issued share capital of the Company respectively, based upon their shareholdings as at the Latest Practicable Date.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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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 159.469

(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 2, 2016 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, 2015.
2. To approve the allocation of the results of the Company for the year ended December 31, 2015.
3. To declare a cash distribution to the shareholders of the Company in an amount of ninety-three million United States dollars (US\$93,000,000.00) out of the Company’s distributable ad hoc reserve.
4. To re-elect the following retiring Directors for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2019:
  - (i) Mr. Timothy Charles Parker;
  - (ii) Mr. Paul Kenneth Etchells; and
  - (iii) Mr. Bruce Hardy McLain (Hardy).
5. To renew the mandate granted to KPMG Luxembourg to act as approved statutory auditor (*réviseur d’entreprises agréé*) of the Company for the year ending December 31, 2016.
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.

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “**THAT:**

- (a) subject to paragraphs 7(c) and (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 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 total number of Shares 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); 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 total number of the issued Shares of the Company as at the date of the passing of this resolution and the said mandate shall be limited accordingly; and
- (d) the mandate in paragraph 7(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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

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(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 number 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 total number of the issued Shares 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:

9. 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, 2015.

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## NOTICE OF ANNUAL GENERAL MEETING

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10. To approve the remuneration to be granted to certain Directors of the Company.
11. To approve the remuneration to be granted to KPMG Luxembourg 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 22, 2016

*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 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, May 31, 2016 to Thursday, June 2, 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 Annual 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, May 30, 2016.
6. For determining the entitlement to the proposed cash distribution, the register of members of the Company will be closed from Wednesday, June 15, 2016 to Friday, June 17, 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be entitled to receive the proposed cash distribution, 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 Tuesday, June 14, 2016.
7. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 12 noon on June 2, 2016, the above meeting will not be held in Hong Kong on June 2, 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.