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**SAMSONITE INTERNATIONAL S.A.**

**新秀麗國際有限公司**

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*R.C.S. LUXEMBOURG: B 159.469*

*(Incorporated in Luxembourg with limited liability)*

**(Stock code: 1910)**

**(1) PROPOSED GRANT OF SCHEME MANDATE TO ISSUE NEW  
SHARES UNDERLYING RSUS TO BE GRANTED  
UNDER THE SHARE AWARD SCHEME**

**(2) PROPOSED AMENDMENTS  
TO THE SHARE AWARD SCHEME**

**(3) PROPOSED CONNECTED TRANSACTIONS RELATING  
TO THE PROPOSED GRANTS OF RSUS  
TO THE CONNECTED PARTICIPANTS**

**AND**

**(4) PROPOSED EXTENSION OF THE SHARE CAPITAL  
AUTHORIZATION OF THE COMPANY TO PERMIT  
THE ISSUE OF BONUS SHARES UPON THE VESTING  
OF RSU GRANTS**

On April 20, 2018, the Board proposed that (1) the Share Award Mandate be granted to the Board to issue new Shares underlying RSUs to be granted under the Share Award Scheme, (2) the Share Award Scheme be amended and (3) RSUs be granted to the Connected Participants. It is proposed that the Shareholders consider and, if thought fit, approve the foregoing matters at the Annual General Meeting to be convened on Thursday, June 7, 2018.

On the same date, the Board also proposed that the Share Capital Authorization be extended to permit the issue of bonus shares upon the vesting of RSU grants. The Extraordinary General Meeting will be convened on Thursday, June 7, 2018 for Shareholders to consider and, if thought fit, approve the foregoing matter.

## **1. INTRODUCTION**

On April 20, 2018, the Board proposed that (1) the Share Award Mandate be granted to the Board to issue new Shares underlying RSUs to be granted under the Share Award Scheme, (2) the Share Award Scheme be amended, (3) RSUs be granted to the Connected Participants and (4) the Share Capital Authorization of the Company be extended to permit the issue of bonus shares upon the vesting of RSU grants.

## **2. PROPOSED GRANT OF A MANDATE TO THE BOARD TO GRANT AWARDS OF RSUS PURSUANT TO THE SHARE AWARD SCHEME**

### **(a) Background**

On September 14, 2012, the Shareholders adopted the Share Award Scheme, which will remain in effect until September 13, 2022. Under the Share Award Scheme, the Board may grant Awards of Options or RSUs to participants.

Under the Share Award Scheme, the Board was authorized to grant Awards in respect of up to 140,713,700 Shares, representing approximately 10% of the Company's issued share capital at the date of adoption of the Share Award Scheme. As at the Latest Practicable Date, the Board has granted Awards of Options in respect of an aggregate of 104,216,177 Shares, representing approximately 7.31% of the issued share capital of the Company, and the maximum aggregate number of Shares in respect of which Awards may be granted (in the form of Options and/or RSUs) pursuant to the Share Award Scheme is 43,562,851 Shares (after taking into account Awards of Options granted but which have lapsed in accordance with the terms of the Share Award Scheme), representing approximately 3.06% of the issued share capital of the Company at that date. The Board has not granted any Awards of RSUs since the Share Award Scheme was adopted.

### **(b) Long-Term Incentive Plan for Senior Executives of the Group**

The Board believes that long-term incentive awards are an important component of the Group's senior executive compensation program. Equity compensation aligns the interests of the Group's senior executives with the interests of the Shareholders, rewards the senior executives to the extent of Share price increase, fosters a long-term commitment to the Group and aids in the retention of senior executives in an industry in which the market for talent is highly competitive.

Since the adoption of the Share Award Scheme, the Company's long-term incentive plan (LTIP) for the Group's senior executives and employees has consisted of the grant of Awards of Options under the Share Award Scheme. Such Options have an exercise price which is determined by reference to the Share price at the time of the grant of the Award and are generally exercisable over a period of ten years from the grant date.

The Board notes that international companies are increasingly moving towards performance-based long-term restricted share awards to senior executives in order to increase alignment with shareholders’ interests. The Board further recognizes that while the Shares are listed on the Stock Exchange, the Company is a global business with operations around the world, and that in order to attract and retain talented executives in the various jurisdictions where the Company operates, it is important to consider compensation practices of peer group companies engaged in similar global consumer goods businesses, most of which are listed in the U.S..

With a view to aligning the LTIP for the Group’s senior executives with similar programs adopted by international companies in the Company’s peer group, and to increase alignment of the LTIP with long-term Shareholders’ interests, the Board has proposed that the LTIP for the Group’s senior executives be comprised of the elements set out below. The elements reflect not only a positive move toward performance-based awards in lieu of share options, but also introduction of share ownership and clawback policies that reinforce the Company’s philosophy of “pay-for-good-performance”.

<b>Features of the LTIP</b>	<b>Description</b>
<p><b>1. Performance RSUs (PRSUs)</b></p>	<ul style="list-style-type: none"> <li>• PRSUs will vest three years after the grant date only upon achievement of pre-established cumulative performance goals determined by reference to earnings per Share and key performance indicators. Final vesting is modified based on total Shareholders’ return (TSR) relative to peer group companies, with no positive TSR modifier applied if absolute TSR is negative.</li> <li>• Upon vesting, Shares will be issued to the senior executive in accordance with the terms of the Share Award Scheme and unless required by the Company to pay the nominal value of US\$0.01 for each Share, no consideration is payable by the senior executive to receive such Shares.</li> <li>• PRSUs ensure that there is a greater linkage between the Company’s stated long-term strategic and financial goals and executive compensation.</li> </ul>

- 2. Time-based RSUs (TRSUs)**
- TRSUs will vest *pro rata* over a three year period on each anniversary of the grant date.
  - Upon vesting, Shares will be issued to the senior executive in accordance with the terms of the Share Award Scheme and unless required by the Company to pay the nominal value of US\$0.01 for each Share, no consideration is payable by the senior executive to receive such Shares.
  - TRSUs aid in the retention of senior executives since the Shares will vest over a period of time, thereby rewarding long-term performance.
- 3. Options**
- Options will vest *pro rata* over a four year period on each anniversary of the grant date. Vested Options can be exercised until the tenth anniversary of the grant date.
  - The exercise price of the Options will be determined by reference to the market price of the Shares at the time of the grant of the Options as required under the Listing Rules.
  - Options aid in the retention of senior executives and reward long-term performance.
  - Options will be issued at market price.
- 4. Weighting of Awards**
- Whereas previous years' Awards consisted entirely of Options, the proposed LTIP replaces a portion of Option grants with PRSUs and TRSUs. The Target LTI Value of Awards to be granted to the Group's senior executives will, therefore, be comprised of 50% of PRSUs, 25% of TRSUs and 25% of Options (based on the grant date value).

- This is in line with the Company's peer group companies and global best practice of shifting the long-term incentives mix towards performance-based share awards.
- This would also result in a more efficient utilisation of share-based incentives and reduce the level of share dilution for the Company.
- The Board will continue to closely monitor and manage the dilutive effect of Awards. The total number of Shares represented by awards under the Company's share award schemes may not exceed 10% of the issued share capital on the adoption date of the Share Award Scheme (or as at a later Shareholder renewal date).
- It is expected that the proposed RSU grants under the Share Award Scheme in 2018 will result in an Equity Dilution level of not more than approximately 0.37% to 0.46% (assuming target level vesting of PRSUs) and approximately 0.50% to 0.62% (assuming maximum level vesting of PRSUs). It is expected that the Option grants under the Share Award Scheme in 2018 will result in an Equity Dilution level of not more than approximately 0.42% to 0.56%.
- On an aggregated basis, the above proposed RSU and Option grants under the Share Award Scheme in 2018 will result in an Equity Dilution level of not more than approximately 0.79% to 1.02% (assuming target level vesting of PRSUs) and approximately 0.92% to 1.18% (assuming maximum level vesting of PRSUs).

- The expected Equity Dilution levels set out above have been calculated based on a per Share price of HK\$36.00 and HK\$28.50, being the closing market price of a Share on the Latest Practicable Date and the lowest closing market price of a Share during the 52-week period preceding the Latest Practicable Date, respectively.
- Shareholders should note that the actual Equity Dilution levels will be lower if the Share price on the grant date is higher than the closing market price of a Share on the Latest Practicable Date. In addition, the expected Equity Dilution levels for Option grants in 2018 are based on the Black-Scholes valuation model using certain assumptions for the underlying inputs. Shareholders should note that the actual Equity Dilution levels for Option grants will depend upon the Black-Scholes valuation model as applied at the grant date using then-applicable underlying inputs.

**5. Selection of peer group companies**

- Based on advice received from Mercer, Inc. and a governance advisory firm, the Board has identified a peer group of companies (the “**Peer Group**”) on the basis of similar industry sectors, business operations with revenue, and market capitalization, while also considering the Company’s significant global presence.
- Final vesting level of PRSUs is modified based on the Group’s TSR relative to Peer Group TSR to ensure that senior executives are rewarded for performance that exceeds Peer Group performance and that rewards are reduced if relative performance is below Peer Group performance.

- The Peer Group for the purpose of the LTIP currently consists of Hanesbrands Inc., Michael Kors Holdings Limited, Tapestry, Inc. (formerly Coach, Inc.), Under Armour, Inc., Fossil Group, Inc., Skechers U.S.A., Inc., Carter's, Inc., Wolverine World Wide, Inc., G-III Apparel Group, Ltd., Columbia Sportswear Company, Lululemon Athletica Inc., Steven Madden, Ltd., Deckers Outdoor Corporation, Prada S.p.A, Global Brands Group Holding Limited, Burberry Group plc, Hugo Boss AG, Belle International Holdings Limited and L'Occitane International S.A..

**6. Introduction of share ownership guidelines**

- The Board will adopt share ownership guidelines for its senior executives to further align their interests with the interests of Shareholders.
- Under the guidelines, each senior executive would beneficially hold Shares with a value at least equal to between one and one-half to six times his/her base salary, with six times base salary for the Chief Executive Officer and three times base salary for the Chief Financial Officer.
- Senior executives are encouraged to achieve the Share ownership levels within five years from the grant date of the Awards in 2018, or, if later, from the date of their assuming their position.

- 7. Malus and clawback policy**
- The Board will adopt a malus and clawback policy which will apply to performance-based compensation (including PRSUs) paid or granted to senior executives on or after June 7, 2018.
  - Under the policy, if the Company determines that it must prepare an accounting restatement due to material non-compliance with any applicable financial reporting requirements resulting from the individual's fraud or misconduct, the Company may seek to recover in respect of vested Awards and reduce in respect of unvested Awards, at the discretion of the Board after it has reviewed the facts and circumstances that led to the requirement for the restatement and the costs and benefits of seeking recovery, the amount of erroneously awarded performance-based compensation received by the individual.
- 8. Termination of employment/corporate events**
- Under the Share Award Scheme, in case of termination of employment, the Board has discretion to determine (i) whether and to what extent any unvested Awards should vest and (ii) how long any vested Options should remain exercisable. Unvested Awards will normally be forfeited upon termination of employment, save that Awards will vest early if termination is due to death or disability (in which case the Board may take into account the extent to which performance conditions have been satisfied at the time). Vested but unexercised Options will normally remain exercisable for a shortened exercise period following termination, save that in case of termination for cause, any unexercised Options will be forfeited.

- The Share Award Scheme provides that upon a change in control of the Company (including, without limitation, by way of a voluntary offer, takeover or scheme of arrangement), the Board in its absolute discretion shall determine the number of underlying Shares (if any) of the unvested Awards which shall vest, the date on which any such vesting will occur (by reference to factors which may include the extent to which performance conditions have been satisfied and the proportion of the vesting period that has expired at the time of the change in control), and the period during which an Option may be exercised.
- The Board has proposed that the Share Award Scheme be amended to provide for continuation of unvested Awards following a change in control, save that awards will vest early (where the level of PRSU vesting will be determined assuming target level performance and applying time pro-rating) upon involuntary termination of employment without cause or voluntary resignation for good reason within two years following the change in control (commonly known as “**double-trigger**”). Please refer to the section headed “Proposed Amendments to the Share Award Scheme” below for further details of the proposed amendments to the Share Award Scheme relating to the vesting of Awards in the event of a change in control of the Company for any Awards granted on or after June 7, 2018.

In addition, the Board has proposed that the Target LTI Value for the Group’s employees (other than senior executives) will be comprised of the grant of TRSUs and Options, with the mix being approximately 75% and 25%, respectively, based on the grant date value. The percentage mix of TRSUs and Options has been determined by the Board after taking into consideration the percentage mix of similar awards of the Company’s peer group companies.

**(c) Proposed grant of a mandate to the Board to grant awards of RSUs pursuant to the Share Award Scheme**

In order to implement the LTIP described above and to facilitate the granting of RSUs, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of a mandate to the Directors to grant awards of RSUs pursuant to the Share Award Scheme in respect of a maximum of 8,876,044 new Shares (the “**Share Award Mandate**”), representing 0.62% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution (assuming the issued share capital of the Company remains unchanged on the date of the Annual General Meeting), and allot, issue and deal with Shares underlying the RSUs granted pursuant to the Share Award Scheme during the Relevant Period (as defined below) as and when such RSUs vest. The maximum number of new Shares under the Share Award Mandate has been calculated based on a per Share price of HK\$28.50, the lowest closing market price of a Share during the 52-week period preceding the Latest Practicable Date. The exact number of Shares underlying the RSU grants will be determined by dividing the Target LTI Value of RSUs by the higher of (i) the closing price of a Share on the grant date and (ii) the average closing price of a Share for the five trading days immediately preceding the grant date.

The Share Award Mandate will be valid during the period from the passing of the resolution until whichever is the earliest of (a) the conclusion of the next annual general meeting of the Company, (b) 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 (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting (the “**Relevant Period**”).

As at the Latest Practicable Date, 11 senior executives (including Mr. Ramesh Dungarmal Tainwala and Mr. Kyle Francis Gendreau, both of whom are Directors) and 171 employees have been proposed or identified by the Board to be granted RSUs under the Share Award Scheme. Of such proposed grantees of RSUs, 12 proposed grantees are Connected Participants. Please refer to the section headed “Proposed Connected Transactions Relating to the Proposed Grants of RSUs to the Connected Participants (including Mr. Ramesh Dungarmal Tainwala and Mr. Kyle Francis Gendreau)” below for further details.

**(d) Listing Approval**

The Listing Committee of the Stock Exchange has previously granted its approval for the listing of, and permission to deal in, new Shares which may be issued pursuant to the exercise or vesting of Awards which may be granted under the Share Award Scheme.

**(e) Recommendation**

The Directors (other than Mr. Tainwala and Mr. Gendreau but including the independent non-executive Directors) are of the view that the proposed Share Award Mandate is in the interests of the Company and the Shareholders as a whole.

Due to the interests of each of Mr. Tainwala and Mr. Gendreau in the proposed RSU grants referred to below, each of Mr. Tainwala and Mr. Gendreau abstained from voting on the relevant resolutions of the Board in respect of the proposed Share Award Mandate. Save as disclosed above, none of the other Directors had any interest in the proposed Share Award Mandate and therefore no other Director abstained from voting on the relevant resolutions of the Board in respect of the proposed Share Award Mandate.

**3. PROPOSED AMENDMENTS TO THE SHARE AWARD SCHEME**

**(a) Share Award Scheme**

The Share Award Scheme provides that upon a change in control of the Company (including, without limitation, by way of a voluntary offer, takeover or scheme of arrangement), the Board in its absolute discretion shall determine the number of underlying Shares (if any) of the unvested Awards which shall vest, the date on which any such vesting will occur (by reference to factors which may include the extent to which performance conditions have been satisfied and the proportion of the vesting period that has expired at the time of the change in control), and the period during which an Option may be exercised.

With a view to aligning the LTIP for the Group's senior executives with similar programs adopted by international companies in the Peer Group, the Board has proposed certain amendments to the Share Award Scheme relating to the vesting of Awards in the event of a change in control of the Company for any Awards granted on or after June 7, 2018.

**(b) Proposed Amendments to the Share Award Scheme**

The following amendments are proposed to be made to the Share Award Scheme (the "**Proposed Share Award Scheme Amendments**"):

- (1) a new paragraph 5.12 shall be inserted after paragraph 5.11 of the Share Award Scheme:

"5.12 For Awards granted on or after June 7, 2018, in the case of any of the events referred to in **paragraphs 5.7 to 5.9** above (the *Relevant Event*), the Board may, at its absolute discretion, decide that an Award shall not vest pursuant to **paragraph 5.7, 5.8 or 5.9** above (as the case may be) but shall be cancelled in consideration for the grant of a new award on terms agreed with the offeror

or acquiring company in the Relevant Event, and which the Board determines is equivalent to the Award which it replaces (for the avoidance of doubt, an Award not replaced with a new award under this **paragraph 5.12** will vest or be exercisable (as the case may be) pursuant to **paragraph 5.7, 5.8 or 5.9** above (as the case may be)). Such new award may be over amounts of cash or securities, or over shares in the offeror or acquiring company or some other company, and may or may not be subject to additional or varied vesting conditions as the Board shall consider reasonable. The provisions of this Scheme will continue to apply to any new award granted under this **paragraph 5.12** but subject to such amendments as may be necessary, including that references to Shares shall be read as references to the shares, securities or cash amounts over which the new award is granted and references to the Company shall be read as references to a company whose shares or securities are subject to the new award. Notwithstanding any other terms applicable to the new award, the shares, securities or cash amounts underlying the new award shall vest or be exercisable (as the case may be) immediately (provided that with respect to an award that is subject to performance conditions, the performance conditions applicable to that award shall be assumed to have been achieved at target, and the award shall vest or be exercisable (as the case may be) in respect of such number of shares, securities or cash amounts determined by multiplying the total number of shares, securities or cash amounts underlying the award by the Relevant Proportion (as defined below)) upon the occurrence of any of the following events during the 24-month period following the Relevant Event:

- (a) involuntary termination of the Grantee's employment or service by his/her employer without Cause; or
- (b) voluntary termination of the Grantee's employment or service for Good Reason. For the purpose of this **subparagraph (b)**, **Good Reason** shall have the same meaning as the defined term, if any, contained in any written employment agreement between the Grantee and the Company, and if there is no such agreement or defined term, then **Good Reason** shall mean the occurrence of any of the following without the Grantee's express written consent: (i) a material reduction of the Grantee's authority, duties or responsibilities, provided that a material reduction in title, duties or responsibilities solely by virtue of the Company being acquired and made part of a larger entity shall not constitute Good Reason; (ii) a material reduction by the Company or relevant member of the Group in the Grantee's base salary (other than a general reduction in base salary that affects all similarly situated executives in substantially the same proportions) and annual target bonus opportunity; or (iii) the required relocation of Grantee's primary geographic work location by more than 35 miles (unless such relocation does not have a material impact on the Grantee's commute), provided that no event described herein shall constitute Good Reason unless (A) the Grantee has given the Company or relevant member of the Group written notice of termination setting forth the conduct that is alleged to constitute Good Reason within 90

days of the first date on which the Grantee has knowledge of such event or conduct, and (B) the Grantee has provided the Company or relevant member of the Group at least 30 days following the date on which such notice is provided to cure such conduct and the Company or relevant member of the Group has failed to do so.

For the purpose of this **paragraph 5.12**, the *Relevant Proportion* is determined by dividing (x) the number of days elapsed from the date of commencement of the Vesting Period to the date of the termination of the Grantee’s employment under **subparagraph (a)** or **(b)** (both dates inclusive) by (y) the number of days in the Vesting Period.”

(2) paragraph 6.1 of the Share Award Scheme relating to circumstances in which an Award shall lapse shall be amended as follows:

(i) paragraph 6.1(d) shall be amended from:

“subject to **paragraph 5.7**, the date on which the offer (or, as the case may be, revised offer) closes;”

to

“subject to **paragraphs 5.7 and 5.12**, the date on which the offer (or, as the case may be, revised offer) closes;”

(ii) paragraph 6.1(e) shall be amended from:

“subject to **paragraph 5.8**, the record date for determining entitlements under a scheme of arrangement;”

to

“subject to **paragraphs 5.8 and 5.12**, the record date for determining entitlements under a scheme of arrangement;”; and

(iii) paragraph 6.1(f) shall be amended from:

“the date on which the compromise or arrangement referred to in **paragraph 5.9** becomes effective;”

to

“subject to **paragraph 5.12**, the date on which the compromise or arrangement referred to in **paragraph 5.9** becomes effective;”.

The proposed amendments to the Share Award Scheme are conditional upon the Shareholders approving such amendments at the Annual General Meeting.

**(c) Recommendation**

The Directors (other than Mr. Tainwala and Mr. Gendreau but including the independent non-executive Directors) are of the view that the Proposed Share Award Scheme Amendments are in the interests of the Company and the Shareholders as a whole.

As Awards under the Share Award Scheme are proposed to be granted to each of Mr. Tainwala, Mr. Gendreau and Mrs. Anushree Tainwala, each of Mr. Tainwala (for himself and with respect to the proposed grant of Awards to Mrs. Anushree Tainwala) and Mr. Gendreau abstained from voting on the relevant resolutions of the Board in respect of the Proposed Share Award Scheme Amendments. Save as disclosed above, none of the other Directors had any interest in the Proposed Share Award Scheme Amendments and therefore no other Director abstained from voting on the relevant resolutions of the Board in respect of the Proposed Share Award Scheme Amendments.

**4. PROPOSED CONNECTED TRANSACTIONS RELATING TO THE PROPOSED GRANTS OF RSUS TO THE CONNECTED PARTICIPANTS (INCLUDING MR. RAMESH DUNGARMAL TAINWALA AND MR. KYLE FRANCIS GENDREAU)**

**(a) Proposed RSU Grants to Mr. Ramesh Dungarmal and Mr. Kyle Francis Gendreau**

The Remuneration Committee and the Board have proposed to grant LTIP Awards consisting of RSUs and Options to each of Mr. Ramesh Dungarmal Tainwala, the Chief Executive Officer and Executive Director, and Mr. Kyle Francis Gendreau, the Chief Financial Officer and Executive Director. If approved by the Shareholders, the grants are expected to be made within 14 days following the Annual General Meeting.

The aggregate Target LTI Value of the Awards to be granted to Mr. Tainwala will be equivalent to 475% of his base salary of US\$1,400,000 for the year 2018 (of which 50% of the Target LTI Value will be in the form of PRSUs, 25% in the form of TRSUs and 25% in the form of Options).

The aggregate Target LTI Value of the Awards to be granted to Mr. Gendreau will be equivalent to 225% of his base salary of US\$655,600 for the year 2018 (of which 50% of the Target LTI Value will be in the form of PRSUs, 25% in the form of TRSUs and 25% in the form of Options).

Further details of the proposed RSU grants and intended Option grants are as follows.

The Remuneration Committee and the Board have proposed to grant the following RSUs pursuant to the Share Award Scheme to Mr. Tainwala and Mr. Gendreau:

- RSUs representing an aggregate of up to 2,545,590 Shares (of which up to 2,087,748 Shares will be in the form of PRSUs and up to 457,842 Shares will be in the form of TRSUs) to Mr. Tainwala; and
- RSUs representing an aggregate of up to 564,662 Shares (of which up to 463,103 Shares will be in the form of PRSUs and up to 101,559 Shares will be in the form of TRSUs) to Mr. Gendreau.

The maximum numbers of Shares set out above have been calculated based on a per Share price of HK\$28.50, the lowest closing market price of a Share during the 52-week period preceding the Latest Practicable Date. The exact number of Shares underlying the RSUs proposed to be granted to each of Mr. Tainwala and Mr. Gendreau will be determined by dividing the Target LTI Value of RSUs by the higher of (i) the closing price of a Share on the grant date and (ii) the average closing price of a Share for the five trading days immediately preceding the grant date. The final number of Shares vested under the RSUs will vary depending on the level of achievement of performance conditions applicable to PRSUs.

The final number of Shares vested under the RSUs will vary depending on the level of achievement of performance conditions applicable to PRSUs, thereby ensuring that the actual payout is linked to the Company's performance. Details of the performance conditions, including maximum number of Shares that may vest under PRSUs, will be set out in the Circular.

The proposed RSU grant to each of Mr. Tainwala and Mr. Gendreau is conditional upon:

- (a) the Shareholders approving the Share Award Mandate at the Annual General Meeting; and
- (b) the Independent Shareholders approving the above proposed RSU grant pursuant to the Share Award Scheme to Mr. Tainwala and Mr. Gendreau, respectively, at the Annual General Meeting.

Upon such conditions being satisfied, the Board will grant the above RSUs pursuant to the Share Award Scheme to Mr. Tainwala and Mr. Gendreau within 14 days following the Annual General Meeting.

An announcement will be made by the Company when such RSU grants have been made to Mr. Tainwala and Mr. Gendreau.

In addition, the Remuneration Committee and the Board intend to grant the following Options to Mr. Tainwala and Mr. Gendreau at the same time as the RSU grants:

- Options representing an aggregate grant date value of US\$1,662,500 to Mr. Tainwala; and
- Options representing an aggregate grant date value of US\$368,775 to Mr. Gendreau.

The exact number of Shares underlying the Options will be determined on the grant date based on the Black-Scholes valuation model. The intended Option grants are not conditional on the approval of Shareholders at the Annual General Meeting.

The table below sets out the grant date value of the Awards under the Share Award Scheme granted (or to be granted, as applicable) in 2018 assuming the proposed RSU grants are made to Mr. Tainwala and Mr. Gendreau. For the avoidance of doubt, the actual realized value of the Awards will depend on the Share price at the time Options are exercised and RSUs are vested.

Name	Grant Year	Grant date value of Options (US\$)	Grant date value of TRSUs (US\$)	Grant date value of PRSUs (US\$)			Total Target LTI Value at grant date (US\$)
				Threshold	Target	Maximum	
Ramesh Dungarmal Tainwala	2018	1,662,500	1,662,500	1,330,000	3,325,000	7,581,000	6,650,000
				Threshold	Target	Maximum	
Kyle Francis Gendreau	2018	368,775	368,775	295,020	737,550	1,681,614	1,475,100

The proposed RSU grants are intended to increase alignment between interests of Mr. Ramesh Dungarmal Tainwala and Mr. Kyle Francis Gendreau and long-term interests of Shareholders. TRSUs aid in the retention of senior executives and reward long-term performance. Similarly, PRSUs ensure that there is a greater linkage between the Company's stated long-term strategic and financial goals and executive compensation. The introduction of TRSUs and PRSUs, replacing some of the Options, is also in line with the Company's Peer Group by shifting the overall compensation package towards a heavier weighting on performance-based compensation.

## (b) Proposed RSU Grants to Other Connected Participants

The Remuneration Committee and the Board have proposed to grant RSUs representing an aggregate target grant date value of US\$3,851,919 (which will be in the form of PRSUs and/or TRSUs) to the Other Connected Participants, who are senior executives and employees of the Group and who also hold positions as a director and/or chief executive of one or more of the Significant Subsidiaries of the Company or (in the case of Mrs. Anushree Tainwala) an associate of a Director, being Mr. Ramesh Tainwala. If approved by the Shareholders, the grants are expected to be made within 14 days following the Annual General Meeting.

The exact number of Shares underlying the RSUs will be determined by dividing the grant date value by the higher of (i) the closing price of a Share on the grant date and (ii) the average closing price of a Share for the five trading days immediately preceding the grant date.

The following tables set out details of the proposed RSU grants to the Other Connected Participants, including the estimated maximum number of Shares underlying the proposed RSU grants to the Other Connected Participants in 2018 assuming (i) a per Share price of HK\$28.50, being the lowest closing market price of a Share during the 52-week period preceding the Latest Practicable Date and (ii) a per Share price of HK\$36.00, being the closing market price of a Share on the Latest Practicable Date. The grant date values of TRSUs and PRSUs, and the total Target LTI Values as set forth below for Messrs. Baele, Borrey, Dutta, Guzman, Lamb and Ma, and for Mrs. Tainwala, are presented in US\$ based upon the applicable exchange rates as of the Latest Practicable Date and are subject to change based upon the applicable exchange rates as of the grant date. The exact numbers of Shares will be calculated on the grant date (as described above), and will differ from the estimated number of Shares set out below:

Name/Position	Grant date value of TRSUs (US\$)	Grant date value of PRSUs (US\$)			Total Target LTI Value of RSUs at grant date (US\$)	Estimated maximum number of Shares underlying proposed RSU grant	
		Threshold	Target	Maximum		Assume a per Share price of HK\$28.50	Assume a per Share price of HK\$36.00
Mr. Patrick Baele	291,340	—	—	—	291,340	80,235	63,519

Name/Position	Grant date value of TRSUs (US\$)	Grant date value of PRSUs (US\$)			Total Target LTI Value of RSUs at grant date (US\$)	Estimated maximum number of Shares underlying proposed RSU grant	
		Threshold	Target	Maximum		Assume a per Share price of HK\$28.50	Assume a per Share price of HK\$36.00
<i>Vice President of Finance/Chief Financial Officer (Europe)</i>							
Ms. Lynne Berard	179,025	143,220	358,050	816,354	537,075	274,123	217,014
<i>President of North America</i>							
Mr. Arne Borrey	201,011	160,809	402,022	916,609	603,033	307,786	243,665
<i>President of Europe</i>							
Mr. Robert W. Cooper	179,025	143,220	358,050	816,354	537,075	274,123	217,014
<i>General Manager of North America for Tumi</i>							
Mr. Subrata Dutta	157,137	125,710	314,274	716,545	471,411	240,606	190,480
<i>President of Asia Pacific and Middle East</i>							
Mr. J. Roberto Guzman	168,559	134,847	337,118	768,630	505,677	258,097	204,326
<i>President of Latin America</i>							
Mr. Richard Andrew Lamb	106,963	—	—	—	106,963	29,457	23,322

Name/Position	Grant date value of TRSUs (US\$)	Grant date value of PRSUs (US\$)			Total Target LTI Value of RSUs at grant date (US\$)	Estimated maximum number of Shares underlying proposed RSU grant	
		Threshold	Target	Maximum		Assume a per Share price of HK\$28.50	Assume a per Share price of HK\$36.00
<i>Vice President of Intellectual Property</i>							
Mr. John Bayard Livingston	162,488	129,990	324,975	740,943	487,463	248,798	196,967
<i>Executive Vice President, General Counsel and Joint Company Secretary</i>							
Mr. Rui Guo Ma (Frank)	290,954	—	—	—	290,954	80,127	63,435
<i>President of Greater China</i>							
Mrs. Anushree Tainwala	20,927	—	—	—	20,927	5,766	4,563
<i>Executive Director of Marketing (India)</i>							
<b>Total</b>	<b><u>1,757,429</u></b>				<b><u>3,851,919</u></b>	<b><u>1,799,117</u></b>	<b><u>1,424,304</u></b>

Upon vesting, Shares will be issued to the Other Connected Participants in accordance with the terms of the Share Award Scheme.

The proposed RSU grants to the Other Connected Participants will be conditional upon:

- (a) the Shareholders approving the Share Award Mandate at the Annual General Meeting; and
- (b) the Independent Shareholders approving the above RSU grants pursuant to the Share Award Scheme to the Other Connected Participants at the Annual General Meeting.

Upon such conditions being satisfied, the Board will grant the above RSUs pursuant to the Share Award Scheme to the Other Connected Participants within 14 days following the Annual General Meeting. An announcement will be made by the Company when such RSU grants have been made to the Other Connected Participants.

In addition, the Remuneration Committee and the Board intend to grant Options representing an aggregate grant date value of approximately US\$1,283,973 at the same time as the RSU grants to the Other Connected Participants. The aggregate grant date value of such Options is based upon the applicable exchange rates as of March 31, 2018 and is subject to change based upon the applicable exchange rates as of the grant date. The exact number of Shares underlying the Options will be determined on the grant date based on the Black-Scholes valuation model. The intended Option grants are not conditional on the approval of Shareholders at the Annual General Meeting.

The proposed RSU grants are intended to increase alignment between interests of the Other Connected Participants and long-term interests of Shareholders. TRSUs aid in the retention of employees and reward long-term performance.

### **(c) Listing Rules Implications**

As (i) Mr. Tainwala and Mr. Gendreau are Directors of the Company and (ii) the Other Connected Participants are directors and/or chief executives of the Significant Subsidiaries of the Company or (in the case of Mrs. Anushree Tainwala) an associate of a Director, they are connected persons of the Company under the Listing Rules.

Accordingly, the proposed RSU grants (including the allotment and issue of Shares upon the vesting of the RSUs) to the Connected Participants constitute non-exempt connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirements.

### **(d) Recommendation**

The Directors (other than (i) Mr. Tainwala (in relation to the proposed RSU grants to himself and to Mrs. Tainwala), (ii) Mr. Gendreau (in relation to the proposed RSU grants to himself) and (iii) the independent non-executive Directors whose views will be set out in the Circular) consider that the terms of the proposed RSU grants to the Connected Participants are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Due to the interests of each of Mr. Tainwala and Mr. Gendreau in the proposed RSU grants, each of Mr. Tainwala and Mr. Gendreau abstained from voting on the relevant resolutions of the Board in respect of the proposed RSU grant to himself and Mr. Tainwala abstained from voting on the relevant resolutions of the Board in respect of the proposed RSU grant to Mrs. Tainwala. Save as disclosed above, none of the other

Directors had any interest in the Connected Grants and therefore no other Director abstained from voting on the relevant resolutions of the Board in respect of the Connected Grants.

**(e) Independent Board Committee and Independent Financial Adviser**

The Independent Board Committee, comprising Mr. Paul Kenneth Etchells, Mr. Keith Hamill, Mr. Bruce Hardy McLain (Hardy) and Ms. Ying Yeh, being all the independent non-executive Directors of the Company, has been established to advise the Independent Shareholders as to the fairness and reasonableness of the terms of the Connected Grants. Somerley Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

**5. PROPOSED EXTENSION OF THE SHARE CAPITAL AUTHORIZATION OF THE COMPANY**

**(a) Proposed Extension of the Share Capital Authorization of the Company**

Article 4.2 of the Articles of Incorporation provides that subject always to compliance with applicable provisions of the Luxembourg Companies Law, during the period of five years from May 11, 2016, the Board is authorized 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 authorized share capital authorization 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 (the “**Share Capital Authorization**”).

As the Share Capital Authorization that is currently in effect does not specifically provides for the authorization to the Board to allocate existing Shares without consideration and/or to issue Shares paid-up out of available reserves (together, the “**Bonus Shares**”) to employees and/or corporate officers (including directors, members of the management board and the supervisory board) of the Company or Group’s companies, the Board proposes to seek the approval of the Shareholders to extend the Share Capital Authorization in order for the Board to be authorized to allot and/or to issue Bonus Shares upon the vesting of Awards of RSUs granted pursuant to the Share Award Scheme without any consideration to be paid from the participants or upon the exercise/vesting of any securities or instruments convertible into Shares issued or to be issued by the Board (such extension, the “**Extended Share Capital Authorization**”).

The Extended Share Capital Authorization simply authorizes, the Board to allot and/or to issue Bonus Shares subject to the conditions and restrictions currently set out in Article 4.2 of the Articles of Incorporation upon the vesting of Awards of RSUs granted pursuant to the Share Award Scheme without any consideration to be paid from the participants or upon the exercise/vesting of any securities or instruments convertible into Shares issued or to be issued by the Board, with the authority for the Board to disapply the preferential subscription rights of the existing Shareholders when issuing the Bonus Shares.

Shareholders should note that the Share Capital Authorization is not a general authorization from the Shareholders to the Board to allot, issue or deal with Shares but is simply an authorization required in accordance with the requirements of the Luxembourg Companies Law. Any issue of Shares, grant of Options to subscribe for Shares, grant of RSUs to subscribe Shares and/or to receive Bonus Shares or any issue of any other securities or instruments convertible into Shares pursuant to the Share Capital Authorization is, and pursuant to the Extended Share Capital Authorization (as such term is defined below) will still be, subject to the restrictions set out in the Articles of Incorporation, the Luxembourg Companies Law and the Listing Rules (as further described below).

**(b) Proposed Amendment to the Articles of Incorporation of the Company**

In order to give effect to the proposed Extended Share Capital Authorization, the Board also proposes to seek the approval of the Shareholders at the Extraordinary General Meeting to amend accordingly Article 4.2 of the Articles of Incorporation as set out in the notice of the Extraordinary General Meeting (the “**Amendment to the Articles**”). If approved, the Amendment to the Articles will simply reflect in the Articles of Incorporation the proposed Extended Share Capital Authorization.

**(c) Recommendation**

The Directors (excluding Mr. Tainwala and Mr. Gendreau but including the independent non-executive Directors) are of the view that the proposed Extended Share Capital Authorization and the proposed Amendment to the Articles are in the interests of the Company and the Shareholders as a whole.

As each of Mr. Tainwala and Mr. Gendreau may be issued Bonus Shares under the proposed RSU grants to be made to them if the proposed Extended Share Capital Authorization and the proposed Amendment to the Articles are approved by the Shareholders at the Extraordinary General Meeting, each of Mr. Tainwala and Mr. Gendreau abstained from voting on the relevant resolutions of the Board in respect of the proposed Extended Share Capital Authorization and the proposed Amendment to the Articles. Save as disclosed above, none of the other Directors had any interest in the Connected Grants and therefore no other Director abstained from voting on the relevant resolutions of the Board in respect of the proposed Extended Share Capital Authorization and the proposed Amendment to the Articles.

## **6. ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING**

It is proposed that the Shareholders consider and, if thought fit, approve the matters numbered (2) to (4) above at the Annual General Meeting and the matter numbered (5) above at the Extraordinary General Meeting, both to be convened on Thursday, June 7, 2018.

The Circular containing, among other things, details of the foregoing matters together with the notices of the Annual General Meeting and the Extraordinary General Meeting, the letter from the Independent Board Committee to the Independent Shareholders and the letter of advice from Somerley Capital Limited to the Independent Board Committee and the Independent Shareholders together with a report drawn up by the Board in accordance with the Luxembourg Companies Law and forms of proxy for use at the Annual General Meeting and the Extraordinary General Meeting will be sent to the Shareholders on April 23, 2018.

## **7. CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY AND RECORD DATE**

For determining the entitlement to attend and vote at the Annual General Meeting and the Extraordinary General Meeting, the register of members of the Company will be closed from Friday, June 1, 2018 to Thursday, June 7, 2018, both dates inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlement of Shareholders to attend and vote at the Annual General Meeting and the Extraordinary General Meeting will be Thursday, June 7, 2018.

In order to be eligible to attend and vote at the Annual General Meeting and 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 Thursday, May 31, 2018 (Hong Kong time).

## **8. INFORMATION ON THE GROUP**

The Company, together with its consolidated subsidiaries, is the world's largest travel luggage company, with a heritage dating back more than 100 years. The Group is principally engaged in the design, manufacture, sourcing and distribution of luggage, business and computer bags, outdoor and casual bags, travel accessories and slim protective cases for personal electronic devices throughout the world, primarily under the Samsonite<sup>®</sup>, Tumi<sup>®</sup>, American Tourister<sup>®</sup>, Hartmann<sup>®</sup>, High Sierra<sup>®</sup>, Gregory<sup>®</sup>, Speck<sup>®</sup>, Lipault<sup>®</sup>, Kamiliant<sup>®</sup> and eBags<sup>®</sup> brand names as well as other owned and licensed brand names.

## 9. DEFINITIONS

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

- “Amendment to the Articles”** as defined in paragraph 5(b) of the information on the proposed extension of the Share Capital Authorization of the Company in this announcement;
- “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 7, 2018 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time), or any adjournment thereof;
- “Articles of Incorporation”** the articles of incorporation of the Company currently in force;
- “Awards”** an award granted under the Share Award Scheme in the form of an Option or an RSU;
- “Board”** the board of Directors of the Company;
- “Bonus Shares”** as defined in paragraph 5(a) of the information on the proposed extension of the Share Capital Authorization of the Company in this announcement;
- “Circular”** the circular to be issued by the Company in relation to the resolutions to be proposed at the Annual General Meeting and the Extraordinary General Meeting which will be sent to the Shareholders on April 23, 2018;
- “Connected Grants”** the proposed grants of RSUs to the Connected Participants under the Share Award Scheme;
- “Connected Participants”** the Participants who are connected persons of the Company, being certain Directors, certain directors and chief executives of the Significant Subsidiaries and an associate of a Director, details of which are set out in the section headed “Proposed Connected Transactions Relating to the Proposed Grants of RSUs to the Connected Participants (including Mr. Ramesh Dungarmal Tainwala and Mr. Kyle Francis Gendreau)”;

<b>“connected person”</b>	has the meaning ascribed to it in the Listing Rules;
<b>“Company”</b>	Samsonite International S.A. 新秀丽國際有限公司, a <i>société anonyme</i> 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;
<b>“Directors”</b>	the directors of the Company;
<b>“Equity Dilution”</b>	the dilutive effect of grants made under the Share Award Scheme on the number of Shares issued and outstanding in the capital of the Company as at the Latest Practicable Date;
<b>“Extended Share Capital Authorization”</b>	as defined in paragraph 5(a) of the information on the proposed extension of the Share Capital Authorization of the Company in this announcement;
<b>“Extraordinary General Meeting”</b>	the extraordinary general meeting of the Company to be held at 13–15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, June 7, 2018 at 11:00 a.m. (CET)/5:00 p.m. (Hong Kong time) (or as soon thereafter as the Annual General Meeting shall have adjourned), or any adjournment thereof;
<b>“Group”</b>	the Company and its subsidiaries;
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong;
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China;
<b>“Independent Board Committee”</b>	the independent committee of the Board, comprising Mr. Paul Kenneth Etchells, Mr. Keith Hamill, Mr. Bruce Hardy McLain (Hardy) and Ms. Ying Yeh (being all the independent non-executive Directors of the Company), which has been established to advise the Independent Shareholders in respect of the Connected Grants;

<b>“Independent Shareholders”</b>	the Shareholders who are not required under the Listing Rules to abstain from voting on the respective resolutions relating to the approval of the Connected Grants at the Annual General Meeting;
<b>“Latest Practicable Date”</b>	April 16, 2018, being the latest practicable date prior to the date of this announcement for ascertaining certain information in this announcement;
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange;
<b>“LTIP”</b>	the Company’s long-term incentive plan;
<b>“Luxembourg Companies Law”</b>	the Luxembourg law of August 10, 1915 on commercial companies as amended from time to time;
<b>“Option”</b>	an option to subscribe for or acquire Shares which is granted under the Share Award Scheme;
<b>“Other Connected Participants”</b>	the Connected Participants (other than Mr. Ramesh Dungarmal Tainwala, the Chief Executive Officer and Executive Director, and Mr. Kyle Francis Gendreau, the Chief Financial Officer and Executive Director);
<b>“Participants”</b>	the Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company’s subsidiaries, the employees of the Group or any other persons as determined by the Board who the Board considers, in its absolute discretion, have contributed or will contribute to the Group;
<b>“Peer Group”</b>	as defined in paragraph 2(b) of the information on the proposed grant of a mandate to the Board to grant awards of RSUs pursuant to the Share Award Scheme in this announcement;
<b>“Proposed Share Award Scheme Amendments”</b>	as defined in paragraph 3(b) of the information on the proposed amendments to the Share Award Scheme in this announcement;
<b>“PRSU”</b>	performance RSU;

<b>“Relevant Period”</b>	as defined in paragraph 2(c) of the information on the proposed grant of a mandate to the Board to grant awards of RSUs pursuant to the Share Award Scheme in this announcement;
<b>“Remuneration Committee”</b>	the Remuneration Committee of the Board, comprising Mr. Paul Kenneth Etchells, Mr. Keith Hamill, Mr. Bruce Hardy McLain (Hardy) and Ms. Ying Yeh (being all the independent non-executive Directors of the Company);
<b>“RSU”</b>	a restricted share unit, being a contingent right to receive Shares which is awarded under the Share Award Scheme;
<b>“Share(s)”</b>	ordinary shares of US\$0.01 each in the capital of the Company;
<b>“Share Award Mandate”</b>	as defined in paragraph 2(c) of the information on the proposed grant of a mandate to the Board to grant awards of RSUs pursuant to the Share Award Scheme in this announcement;
<b>“Share Award Scheme”</b>	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 and on May 26, 2017;
<b>“Share Capital Authorization”</b>	as defined in paragraph 5(a) of the information on the proposed extension of the Share Capital Authorization of the Company in this announcement;
<b>“Shareholders”</b>	holders of Shares;
<b>“Significant Subsidiary”</b>	a subsidiary of the Company that is not an “insignificant subsidiary” (as defined in Listing Rule 14A.09) of the Company;
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited;
<b>“Target LTI Value”</b>	a target amount of Awards determined as a percentage of each Participant’s base salary;
<b>“TRSU”</b>	time-based RSU;
<b>“TSR”</b>	total Shareholders’ return;

“US\$” United States dollars, the lawful currency of the United States; and

“%” per cent.

*For the purposes of translating certain amounts denominated in HK\$ to US\$, an exchange rate of HK\$1.00 = US\$0.127410 has been applied. This exchange rate is for illustrative purposes only and such conversion shall not be construed as a representation that amounts in HK\$ could be converted into US\$ dollars at such rate.*

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

Hong Kong, April 20, 2018

*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, Tom Korbas and Jerome Squire Griffith, and the Independent Non-Executive Directors are Paul Kenneth Etchells, Keith Hamill, Bruce Hardy McLain (Hardy) and Ying Yeh.*