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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 forms 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)**

**(1) INFORMATION ON THE PROPOSED RESOLUTIONS AT  
THE GENERAL MEETING AND  
THE EXTRAORDINARY GENERAL MEETING  
(2) PROPOSED ELECTION OF INDEPENDENT  
NON-EXECUTIVE DIRECTORS  
(3) PROPOSED CHANGE OF CORPORATE NAME  
(4) NOTICE OF GENERAL MEETING  
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Notices convening:

- the 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 United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, January 23, 2025 at 12:00 p.m. (CET)/7:00 p.m. (Hong Kong time); and
- the Extraordinary General Meeting of Samsonite International S.A. to be held at 13–15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, January 23, 2025 at 12:15 p.m. (CET)/7:15 p.m. (Hong Kong time) to be held in the presence of a notary of the Grand Duchy of Luxembourg,

respectively are set out on pages 12 to 17 of this circular.

The forms of proxy for use at the General Meeting and the Extraordinary General Meeting are enclosed. Whether or not you are able to attend the General Meeting and the Extraordinary General Meeting, please complete and sign the enclosed forms 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 (excluding any part of a day that is a public holiday) before the time appointed for the holding of the General Meeting and the Extraordinary General Meeting (or any adjournment thereof). Completion and return of the forms of proxy will not preclude Shareholders from attending and voting in person at the General Meeting and the Extraordinary General Meeting if they so wish.

This circular together with the forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://corporate.samsonite.com/en>).

December 24, 2024

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## IMPORTANT NOTICE

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### CONTACT DETAILS FOR QUESTIONS

If Shareholders have any questions relating to the General Meeting and the Extraordinary General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone: (852) 2862 8555  
Facsimile: (852) 2865 0990  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

If Shareholders have any questions in relation to the Company, please contact the Company's Investor Relations team, as follows:

Telephone: (852) 2422 2611  
E-mail: [investorrelations@samsonite.com](mailto:investorrelations@samsonite.com)

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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:*

“AGM”	the annual general meeting of the Company;
“Articles of Incorporation”	the articles of incorporation of the Company currently in force;
“Board”	the board of Directors of the Company;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“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;
“core connected person”	has the meaning ascribed to it in the Listing Rules;
“Directors”	the directors of the Company;
“Extraordinary General Meeting”	the extraordinary general meeting of the Shareholders to be held at 13–15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, January 23, 2025 at 12:15 p.m. (CET)/7:15 p.m. (Hong Kong time), to consider and, if appropriate, to approve the resolution contained in the notice of the Extraordinary General Meeting, or any adjournment thereof;
“General Meeting”	the ordinary general meeting of the Shareholders to be held at 13–15 Avenue de la Liberté, L-1931 Luxembourg and by video conference at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, January 23, 2025 at 12:00 p.m. (CET)/7:00 p.m. (Hong Kong time), to approve the resolutions contained in the notice of the General Meeting, or any adjournment thereof;
“Group”	the Company and its subsidiaries;

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## DEFINITIONS

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“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	December 17, 2024, 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 as amended from time to time;
“Luxembourg Companies Law”	the Luxembourg law of August 10, 1915, on commercial companies as amended from time to time;
“Nomination Committee”	the Nomination Committee of the Board, comprising Mr. Timothy Charles Parker, Mr. Paul Kenneth Etchells and Ms. Ying Yeh as at the Latest Practicable Date;
“Proposed Change of Corporate Name”	the proposed change of the name of the Company from “Samsonite International S.A.” to “Samsonite Group S.A.”;
“Remuneration Committee”	the Remuneration Committee of the Board, comprising Ms. Angela Iris Brav, Mr. Paul Kenneth Etchells, Mr. Jerome Squire Griffith and Ms. Ying Yeh (all of whom are independent non-executive Directors) as at the Latest Practicable Date;
“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;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“US\$”	United States dollars, the lawful currency of the United States.



**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)**

*Executive Director:*

Kyle Francis Gendreau (*Chief Executive Officer*)

*Non-executive Director:*

Timothy Charles Parker (*Chairman*)

*Independent Non-executive Directors:*

Claire Marie Bennett

Angela Iris Brav

Paul Kenneth Etchells

Jerome Squire Griffith

Tom Korbas

Ying Yeh

*Registered Office:*

13–15 Avenue de la Liberté

L-1931

Luxembourg

*Principal Place of Business*

*in Hong Kong:*

25/F, Tower 2, The Gateway

Harbour City, 25 Canton Road

Tsimshatsui, Kowloon

Hong Kong

December 24, 2024

*To the Shareholders*

Dear Sir/Madam,

- (1) INFORMATION ON THE PROPOSED RESOLUTIONS AT  
THE GENERAL MEETING AND  
THE EXTRAORDINARY GENERAL MEETING  
(2) PROPOSED ELECTION OF INDEPENDENT  
NON-EXECUTIVE DIRECTORS  
(3) PROPOSED CHANGE OF CORPORATE NAME  
(4) NOTICE OF GENERAL MEETING  
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**(1) INTRODUCTION**

The purpose of this circular is to give notice of the General Meeting and the Extraordinary General Meeting and to provide the Shareholders with information in respect of the resolutions to be proposed at the General Meeting and the Extraordinary General Meeting, including information required to be provided under the Listing Rules in relation to (i) the proposed election of the independent non-executive Directors and (ii) the Proposed Change of Corporate Name.

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## LETTER FROM THE BOARD

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### (2) GENERAL MEETING, EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notices of the General Meeting and the Extraordinary General Meeting are set out on pages 12 to 17 of this circular.

The forms of proxy for use at the General Meeting and the Extraordinary General Meeting are enclosed with this circular and such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://corporate.samsonite.com/en>).

To be valid, the forms 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 (excluding any part of a day that is a public holiday) before the time appointed for the holding of the General Meeting and the Extraordinary General Meeting (or any adjournment thereof). Completion and return of the forms of proxy will not preclude Shareholders from attending and voting in person at the General Meeting and the Extraordinary General Meeting if they so wish.

Together with this circular, Shareholders will receive a copy of the report drawn up by the Board in accordance with Article 10.9 of the Articles of Incorporation relating to the conflict of interest of Mr. Kyle Francis Gendreau in relation to the decision made by the Board on September 19, 2024 to increase in one or several sequences, upon vesting of restricted share units ("RSUs"), the share capital of the Company, within the limits of the authorized capital of the Company pursuant to Article 4.2 of the Articles of Incorporation due to the fact that new Shares may be issued upon vesting of RSUs that may be granted to him (the "**Conflict of Interest Report**").

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

#### **Ordinary Resolutions relating to Election of Independent Non-Executive Directors**

The Board proposes that Mr. Glenn Robert Richter and Ms. Deborah Thomas be elected as independent non-executive Directors.

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.

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## LETTER FROM THE BOARD

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Ordinary resolutions in relation to the election of each of Mr. Richter and Ms. Thomas will be proposed to the Shareholders at the General Meeting for their consideration and approval. The initial term of office of each of Mr. Richter and Ms. Thomas will be for the period commencing from the date of the General Meeting and expiring upon the holding of the AGM to be held in 2027 (the “**Initial Term**”), where each of them will be eligible for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the proposed independent non-executive Directors, the qualifications, skills and experience, time commitment and contribution of the proposed independent non-executive Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and the Company’s policy for the nomination of Directors as set forth in the Terms of Reference of the Nomination Committee, the Company’s corporate strategy, and the independence of the proposed independent non-executive Directors.

The Nomination Committee nominated Mr. Richter and Ms. Thomas as independent non-executive Director candidates taking into account factors such as their professional experience, skills and knowledge of finance and corporate strategy, as shown in their biographical details set out in the Appendix to this circular, their potential to enhance the operation efficiency of the Board as independent non-executive Directors, and their potential commitment to the business of the Company. The Board believes that Mr. Richter and Ms. Thomas will provide objective, independent and sufficient opinions and analysis on significant matters relating to the operations and management of the Company through their extensive experience and knowledge while promoting the independence and objectiveness in decision-making of the Board and the comprehensive and impartial supervision of the management of the Company. The Board further believes that Mr. Richter and Ms. Thomas will, together with other independent non-executive Directors, promote the diversity of the Board structure in various aspects including age, gender, culture, professional skills and qualifications.

The Nomination Committee and the Board consider that each of Mr. Richter and Ms. Thomas meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the independence guidelines. Accordingly, the Nomination Committee has recommended to the Board the proposed election of Mr. Richter and Ms. Thomas.

It is proposed that each of Mr. Richter and Ms. Thomas will be entitled to receive a remuneration of not less than US\$145,000 per annum for his or her appointment as an independent non-executive Director, with the remuneration for the financial year ending December 31, 2025 being subject to the approval of the Shareholders at the AGM to be held in 2025 and pro-rated for the period of appointment in 2025.

Details of the independent non-executive Directors proposed to be elected at the General Meeting are set out in the Appendix to this circular.



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## LETTER FROM THE BOARD

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### **Recommendation**

The Directors are of the view that the proposed ordinary resolutions contained in paragraphs 1 to 2 of the notice of the General Meeting relating to the election of each of Mr. Richter and Ms. Thomas as independent non-executive Directors are in the interests of the Company and the Shareholders. **Accordingly, the Directors recommend the Shareholders to vote in favor of all of the above proposed ordinary resolutions at the General Meeting.**

### **(4) INFORMATION ON THE PROPOSED RESOLUTIONS AT THE EXTRAORDINARY GENERAL MEETING**

#### **Special Resolution relating to Proposed Change of Corporate Name**

The Board proposes to seek the approval of the Shareholders to change the name of the Company from “Samsonite International S.A.” to “Samsonite Group S.A.”. Subject to such shareholders’ approval being obtained, the Board proposes to change the Chinese name of the Company from “新秀丽國際有限公司” to “新秀丽集團有限公司”.

#### **(a) *Requirements under the Luxembourg Companies Law***

Under the Luxembourg Companies Law, any change of corporate name must be approved by the shareholders of the company with specific quorum and majority requirements required for the amendments of the Articles of Incorporation.

#### **(b) *Conditions for the Proposed Change of Corporate Name***

The Proposed Change of Corporate Name is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Corporate Name at the Extraordinary General Meeting before a Luxembourg notary; and
- (ii) compliance with all relevant procedures, filings, registrations, approvals and requirements under Luxembourg Laws necessary to give effect to the Proposed Change of Corporate Name.

The relevant filings under Luxembourg Laws will be made after the passing of the special resolution at the Extraordinary General Meeting. Subject to the satisfaction of the conditions set out above, the Proposed Change of Corporate Name will become effective as of the date of the EGM after the notarial deed is signed by the Luxembourg notary. This means that the new corporate name can be used effectively as of that moment in time. All post amendment formalities will be performed by the Luxembourg notary amongst others, filing with the

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## LETTER FROM THE BOARD

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Luxembourg Trade and Companies Register, which will thereafter issue an extract with the new name of the Company in place of the existing name of the Company. The Company will then carry out all necessary registration and filing procedures with the Companies Registry in Hong Kong.

*(c) Reasons for the Proposed Change of Corporate Name*

The Board considers that the Proposed Change of Corporate Name will better reflect that the Company owns and operates a portfolio of customer-centric and iconic brands led by *Samsonite*<sup>®</sup>, *Tumi*<sup>®</sup> and *American Tourister*<sup>®</sup>. The Board believes that the new English and Chinese names of the Company will provide the Company with a more defined corporate image and identity which will benefit the Company's future business development. Therefore, the Board considers that the Proposed Change of Corporate Name is in the best interests of the Company and the Shareholders as a whole.

*(d) Effects of the Proposed Change of Corporate Name*

The Proposed Change of Corporate Name will not affect the rights of the Shareholders or the daily operations and financial position of the Group. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Corporate Name becoming effective, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company. The English short name and Chinese short name of the Company for the trading of the Shares on the Stock Exchange will remain unchanged.

Further announcement(s) will be made by the Company to inform Shareholders of the results of the Extraordinary General Meeting, the effective date of the Proposed Change of Corporate Name and other relevant information as and when appropriate.

*(e) Recommendation*

The Directors are of the view that the Proposed Change of Corporate Name is in the interests of the Company and the Shareholders as a whole. **Accordingly, the Directors recommend the Shareholders to vote in favor of this proposed special resolution at the Extraordinary General Meeting.**

**(5) ADDITIONAL INFORMATION**

With a heritage dating back to 1910, the Company, together with its consolidated subsidiaries, is a leader in the global lifestyle bag industry and is the world's best-known and largest travel luggage company. The Group is principally engaged in the design, manufacture, sourcing and distribution of luggage, business and computer bags, outdoor and casual bags,

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## LETTER FROM THE BOARD

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travel accessories throughout the world, primarily under the *Samsonite*<sup>®</sup>, *Tumi*<sup>®</sup>, *American Tourister*<sup>®</sup>, *Gregory*<sup>®</sup>, *High Sierra*<sup>®</sup>, *Lipault*<sup>®</sup> and *Hartmann*<sup>®</sup> brand names as well as other owned and licensed brand names.

Pursuant to the Listing Rules and Article 13.5 of the 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 General Meeting and the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Your attention is drawn to the additional information set out in the Appendix to this circular.

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

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**APPENDIX      DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS  
PROPOSED TO BE ELECTED AT THE GENERAL MEETING**

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The following are details of the independent non-executive Directors proposed to be elected at the General Meeting.

**(1) MR. GLENN ROBERT RICHTER**

Mr. Glenn Robert Richter (“**Mr. Richter**”), aged 62, has over three decades of experience overseeing finance and corporate strategy for a diverse set of multinational companies.

Mr. Richter has served as the chief financial and business transformation officer of International Flavors & Fragrances, a company listed on the New York Stock Exchange (NYSE: IFF), from 2021 to 2024. Prior to joining International Flavors & Fragrances in 2021, Mr. Richter served as chief operating officer and then chief administrative officer (2015 to 2018) and as chief financial officer (2019 to 2021) at TIAA Asset Management. Prior to that, Mr. Richter served as the chief operating officer of Nuveen Investments (2006 to 2015), which was acquired by TIAA in 2014. Between 2002 and 2005, Mr. Richter served on the board of directors of publicly listed companies USF Corp. (2005), Sears Canada, Inc. (2003 to 2005) and Advance Auto Parts, Inc. (2002). Mr. Richter was the executive vice president and chief financial officer of R.R. Donnelley & Sons Company (2005 to 2006), after serving at Sears Roebuck and Company as executive vice president and chief financial officer (2002 to 2005), senior vice president of finance (2001 to 2002) and vice president and corporate controller (2000 to 2001). From 1997 to 2000, Mr. Richter was at Dade Behring as senior vice president and chief financial officer (1998 to 2000) and senior vice president and controller (1997 to 1998). Mr. Richter worked at Pepsi Co’s Frito-Lay division from 1989 to 1996, holding various finance and operational roles, after starting his career as an associate at McKinsey & Company from 1987 to 1989. Mr. Richter holds an MBA from the Duke University, Durham, North Carolina, USA (1987) and a BBA in Economics and Public Policy from George Washington University, Washington, District of Columbia, USA (1985).

Save as disclosed above, Mr. Richter has confirmed that he (i) currently does not, nor did he in the past three years, hold any directorships in any listed public company in Hong Kong or overseas, (ii) has not held any positions with any of the Company and its subsidiaries, and (iii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As of the Latest Practicable Date, Mr. Richter does 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.

Subject to the approval of his appointment as an independent non-executive Director by the Shareholders at the General Meeting, (i) the Company will enter into a letter of appointment with Mr. Richter for the Initial Term commencing from the date of the General Meeting and expiring upon the holding of the AGM to be held in 2027, where he will be eligible for re-election in accordance with the Articles of Incorporation and (ii) he will be entitled to receive a remuneration of not less than US\$145,000 per annum for his appointment

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**APPENDIX      DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS  
PROPOSED TO BE ELECTED AT THE GENERAL MEETING**

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as independent non-executive Director under his letter of appointment, with the remuneration for the financial year ending December 31, 2025 being subject to the approval of the Shareholders at the AGM to be held in 2025 and pro-rated for the period of appointment in 2025. Mr. Richter's remuneration was 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.

As of the Latest Practicable Date, Mr. Richter has confirmed (i) his independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. The Nomination Committee and the Board consider that Mr. Richter meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Save as disclosed above, there is no other information in relation to Mr. Richter that is 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 that need to be brought to the attention of the Shareholders in relation to Mr. Richter's appointment.

**(2) MS. DEBORAH THOMAS**

Ms. Deborah Thomas ("**Ms. Thomas**"), aged 60, has over two decades of experience overseeing global financial operations and strategy.

Ms. Thomas had a 25 year career at Hasbro, Inc. ("**Hasbro**"), a global branded entertainment leader, which is listed on the Nasdaq Global Select Market (Nasdaq: HAS). During her tenure at Hasbro, Ms. Thomas served as the advisor to the chief executive officer (2023), executive vice president and chief financial officer (2013 to mid-2023), senior vice president and chief financial officer (2009 to 2013), senior vice president and head of corporate finance (2007 to 2009), senior vice president and controller (2003 to 2008) and assistant controller (1998 to 2003). Prior to joining Hasbro, Ms. Thomas held various assurance positions at KPMG Peat Marwick, LLP in the United States and the United Kingdom from 1986 to 1998. Ms. Thomas holds a Bachelor of Science degree from Providence College, Providence, Rhode Island, USA (1986) and is a certified public accountant.

Ms. Thomas has served as a director of Logitech International S.A., a company listed on the Nasdaq Global Select Market (Nasdaq: LOGI) and SIX Swiss Exchange (SIX: LOGN), since 2020 and was previously a director of SeaWorld Entertainment, Inc. (now known as United Parks & Resorts Inc.), a company listed on the New York Stock Exchange (NYSE: PRKS), from 2013 to 2019. Ms. Thomas also serves as a director of the Rhode Island Airport Corporation, a quasi public corporation, where she was reappointed in 2024, having previously served from 2010 to 2023.

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**APPENDIX      DETAILS OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS  
PROPOSED TO BE ELECTED AT THE GENERAL MEETING**

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Save as disclosed above, Ms. Thomas has confirmed that she (i) currently does not, nor did she in the past three years, hold any directorships in any listed public company in Hong Kong or overseas, (ii) has not held any positions with any of the Company and its subsidiaries, and (iii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As of the Latest Practicable Date, Ms. Thomas does 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.

Subject to the approval of her appointment as an independent non-executive Director by the Shareholders at the General Meeting, (i) the Company will enter into a letter of appointment with Ms. Thomas for the Initial Term commencing from the date of the General Meeting and expiring upon the holding of the AGM to be held in 2027, where she will be eligible for re-election in accordance with the Articles of Incorporation and (ii) she will be entitled to receive a remuneration of not less than US\$145,000 per annum for her appointment as independent non-executive Director under her letter of appointment, with the remuneration for the financial year ending December 31, 2025 being subject to the approval of the Shareholders at the AGM to be held in 2025 and pro-rated for the period of appointment in 2025. Ms. Thomas' remuneration was determined by reference to her 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.

As of the Latest Practicable Date, Ms. Thomas has confirmed (i) her independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment. The Nomination Committee and the Board consider that Ms. Thomas meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Ms. Thomas has notified the Board that she was named as one of the defendants in a securities class action filed in the U.S. District Court for the Southern District of New York on November 13, 2024, against Hasbro and certain of its officers and directors. The complaint alleges that defendants made false and misleading statements and omissions between February 2022 and October 2023 about the quality of inventory and inventory levels held by Hasbro (the "**Class Action**"). Ms. Thomas has confirmed to the Board that as of the Latest Practicable Date she has not yet been served with the formal notice regarding the Class Action.

Save as disclosed above, there is no other information in relation to Ms. Thomas that is 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 that need to be brought to the attention of the Shareholders in relation to Ms. Thomas' appointment.

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NOTICE OF 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 GENERAL MEETING**

**Notice is hereby given that** an ordinary general meeting (the “**General Meeting**”) of Samsonite International S.A. (the “**Company**”) will be held at 13–15 Avenue de la Liberté, L-1931 Luxembourg and by video conference at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on January 23, 2025 at 12:00 p.m. (CET)/7:00 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 elect Mr. Glenn Robert Richter as an independent non-executive Director with immediate effect and for a period expiring upon the holding of the annual general meeting of the Company to be held in 2027.
2. To elect Ms. Deborah Thomas as an independent non-executive Director with immediate effect and for a period expiring upon the holding of the annual general meeting of the Company to be held in 2027.

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

Luxembourg, December 24, 2024

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## NOTICE OF GENERAL MEETING

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*Notes:*

1. All resolutions at the General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the 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/her/its own name in the register of members of the Company) shall only be entitled to vote by providing his/her/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.
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 at the Company’s registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg not less than 48 hours (excluding any part of a day that is a public holiday) 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 General Meeting, the register of members of the Company will be closed from Monday, January 20, 2025 to Thursday, January 23, 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg or with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1717, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, January 17, 2025 (Hong Kong Time).
6. In order to comply with its legal obligations under relevant laws (including, without limitation, the Luxembourg law dated August 10, 1915 on commercial companies as amended, the Luxembourg law dated November 12, 2004 on the fight against money laundering and terrorist financing as amended, any Luxembourg law implementing the Directive (EU) 2015/849 of the European Parliament and of the Council of May 20, 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing as amended), the Company shall collect (or has collected) and process (or has processed) your personal data as shareholder of the Company.

The Company is acting as the data user/data controller of the collected personal data.

The legal basis for the processing of the personal data are: (i) the Company’s legitimate interest, and (ii) compliance with legal obligations.

The personal data is collected and processed for the purpose of preparing and holding the General Meeting, preparing and taking of any resolutions related to the General Meeting as well as any filing requirements and declarations related to the resolutions taken in this context.

The Company shall transmit (or has transmitted) your personal data to its agents, contractors or other third party service providers who provide any administrative, computer and other services to the Company and any duly appointed professionals, such as law firms, banks, consultants, domiciliation agents, auditors, financial experts and other professional advisors and governmental bodies etc. involved in the organization of the General Meeting and in voting operations, as well as subsequent filing requirements. As necessary, sub-processing agreements will be signed with any concerned data processor acting on behalf and for the account of the Company.



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## NOTICE OF GENERAL MEETING

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Any transfer of your personal data from a member state of the European Union to a recipient located in a third country, will be handled in accordance with Chapter V “Transfers of personal data to third countries or international organisations” of Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation).

The Company may store your personal data until it is no longer necessary to retain it to fulfil any of the purposes for which it was collected/processed, without prejudice to further obligations that may apply to the Company and which may require such personal data to be retained for a longer period.

You have the right to request from the Company access to and rectification of your personal data or restriction of processing concerning the data subject or to object to processing, to request the deletion of the data (under certain circumstances), as well as the right to data portability.

Please be also aware that, to the extent it is necessary for the purposes for which your personal data was collected/processed, and provided that the Company always complies with its legal obligations, the Company may disclose your personal data to:

- Governmental bodies; and
- Regulatory and non-regulatory authorities.

Please note that you have the right to lodge a complaint with the Luxembourg supervisory authority (*Commission Nationale pour la Protection des Données*).

Any questions in relation with the processing of your personal data can be sent to the Company’s Joint Company Secretary by e-mail at [john.livingston@samsonite.com](mailto:john.livingston@samsonite.com).

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Samsonite International S.A. (the “**Company**”) will be held in the presence of a notary of the Grand Duchy of Luxembourg at 13–15 Avenue de la Liberté, L-1931 Luxembourg on January 23, 2025 at 12:15 p.m. (CET)/7:15 p.m. (Hong Kong time) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution.

#### SPECIAL RESOLUTION

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

1. To approve the change of the name of the Company from “Samsonite International S.A.” to “Samsonite Group S.A.”, and the modification of (i) Article 2.1 of the Articles of Incorporation accordingly and (ii) the definition of “Company” under Article 1.1 of the Articles of Incorporation in order to read as follows: ““*Company*” shall mean *Samsonite Group S.A., a société anonyme governed by the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B 159.469*”.

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

Luxembourg, December 24, 2024

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. The resolution at the Extraordinary General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend the Extraordinary General Meeting in Luxembourg at the registered office of the Company at 13–15 Avenue de la Liberté, L-1931 Luxembourg 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/her/its own name in the register of members of the Company) shall only be entitled to vote by providing his/her/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.
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