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**SAMSONITE INTERNATIONAL S.A.**

**新秀麗國際有限公司\***

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

*R.C.S. LUXEMBOURG: B 159469*

(Incorporated in Luxembourg with limited liability)

(Stock code: 1910)

## **NOTICE OF GENERAL SHAREHOLDERS' MEETING**

**Notice is hereby given that** a General Shareholders' Meeting (the "**General Shareholders' Meeting**") of Samsonite International S.A. (the "**Company**") will be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg on Friday, September 14, 2012 at 9:00 a.m. (CET)/3:00 p.m. (Hong Kong time) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions:

### **"ORDINARY RESOLUTIONS**

1. Approval and adoption of the rules of the share award scheme pursuant to which the Company intends to attract skilled and experienced personnel, to incentivize them to remain with the Company's group and to motivate them to strive for the future development and expansion of the Company's group by providing them with the opportunity to acquire shares in the Company, a copy of which marked "A" is produced to the meeting and for the purpose of identification signed by the Chairman thereof (the "**Share Award Scheme**"), subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the listing of and permission to deal in the shares to be issued pursuant to the vesting or exercise of any awards granted under the Share Award Scheme;
2. Authorization of the board of directors of the Company (the "**Board**") to grant awards of options or restricted share units ("**RSUs**") pursuant to the Share Award Scheme and to allot and issue shares, direct and procure any professional trustee as may be appointed by the Company to assist with the administration, exercise and vesting of options and RSUs to transfer shares and otherwise deal with shares underlying the options and/or RSUs granted pursuant to the Share Award Scheme as and when they vest or are exercised (as the case may be); and
3. Approval of the grant of a mandate authorizing the Board to grant awards of RSUs pursuant to the Share Award Scheme in respect of a maximum number of new shares equal to 10 per cent. of the shares in issue as at the date of adoption of the Share Award Scheme during the period from the date of adoption until the earliest of (a) the conclusion of the Company's next annual general meeting, (b) the end of the period within which the Company is required by any

applicable law or its articles of incorporation to hold its next annual general meeting and (c) the date on which the resolution granting such authorization is varied or revoked by ordinary resolution of the Shareholders in general meeting (the “**Applicable Period**”) and to allot, issue and deal with shares underlying the RSUs granted pursuant to the Share Award Scheme during the Applicable Period as and when such RSUs vest.”

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

Hong Kong, August 23, 2012

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

*Notes:*

1. All resolutions at the General Shareholders’ 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 and class of shares in respect of which each such proxy is so appointed.
3. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System (CCASS) or maintained with a licensed securities dealer (i.e. not directly recorded in his own name in the Register of Members of the Company) shall only be entitled to vote by providing its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries. In order to attend and vote at the meeting, any such shareholder shall be appointed by HKSCC Nominees Limited as its proxy to attend and vote instead of him.
4. In order to be valid, the form of proxy must be deposited at the Company’s branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or at the registered office of the Company in Luxembourg, at 13–15 Avenue de la Liberté, L-1931 Luxembourg, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, September 12, 2012 to Friday, September 14, 2012 both dates inclusive, during which period no transfer of shares will be registered. The record date for determining which shareholders will be eligible to attend and vote at the General Shareholders’ Meeting will be Friday, September 14, 2012. In order to be eligible to attend and vote at the General Shareholders’ Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, September 11, 2012.

\* *for identification purposes only*