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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)

**CONTINUING CONNECTED TRANSACTIONS
IN RELATION TO
THE RENEWAL OF THE PERIWINKLE LEASE AND LICENSE
AGREEMENT AND AMENITIES AGREEMENT**

On March 15, 2018, Samsonite India entered into the Renewed Periwinkle LLA for office premises in Mumbai, India with Periwinkle for a period of nine months with effect from April 1, 2018 and expires on December 31, 2018. The transactions under the Renewed Periwinkle LLA are in the ordinary and usual course of the Company's business.

Periwinkle is a company controlled by certain members of the Tainwala Group. As Mr. Ramesh Tainwala is a director of the Company and the other members of the Tainwala Group are associates of Mr. Ramesh Tainwala, Periwinkle is a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Accordingly, the Renewed Periwinkle LLA and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The transactions under the Renewed Periwinkle LLA will be aggregated with other transactions between the Group and the Tainwala Group in accordance with Rule 14A.83 of the Listing Rules. As the highest of the applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the annual cap for the year ending December 31, 2018 for the transactions contemplated under the Renewed Periwinkle LLA and other transactions between the Group and the Tainwala Group will, on an aggregated annual basis, be more than 0.1% but less than 5%, the transactions under the Renewed Periwinkle LLA will constitute continuing connected transactions that are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Rule 14A.76(2) of the Listing Rules.

The aggregate amounts payable by Samsonite India to Periwinkle in respect of the Renewed Periwinkle LLA is subject to the annual cap set by the Company for all transactions with the Tainwala Group for the year ending December 31, 2018, which is set out in the Company's announcement dated December 22, 2015.

A. INTRODUCTION

The Board announces that on March 15, 2018, Samsonite India entered into the Renewed Periwinkle LLA for office premises in Mumbai, India with Periwinkle for a period of nine months with effect from April 1, 2018. The principal terms of the Renewed Periwinkle LLA are set out below.

B. THE RENEWED PERIWINKLE LLA

1. Background

On March 30, 2015, Samsonite India entered into the Periwinkle LLA with Periwinkle for a license in respect of office premises in Mumbai, India, which is effective until March 31, 2018. The parties to the Periwinkle LLA have entered into the Renewed Periwinkle LLA for a period of nine months with effect from April 1, 2018, details of which are set out below.

2. Date

March 15, 2018

3. Parties

- (a) Samsonite India
- (b) Periwinkle

4. Subject Matter

The Renewed Periwinkle LLA has been entered into for a period of nine months with effect from April 1, 2018 and expires on December 31, 2018. Save for the amended license fee, amenities charges and duration of the Renewed Periwinkle LLA, all other terms are substantially the same as those in the Periwinkle LLA.

Under the Renewed Periwinkle LLA, the parties agree that Periwinkle will continue to grant a license to Samsonite India for the use of office premises in Mumbai, India, and that Samsonite India will pay a license fee and amenities charges of approximately INR 2.11 million (approximately US\$32,515) per month to Periwinkle, which is the same as the current license fee and amenities charges payable under the Periwinkle LLA and which will not be subject to any increase during the duration of the Renewed Periwinkle LLA.

The Renewed Periwinkle LLA is in the ordinary and usual course of the Company's business and the Company's independent property valuer, CBRE South Asia Private Limited, has confirmed that the Renewed Periwinkle LLA is on normal commercial terms, as the license fee and amenities charges payable under it are within the reasonable range of the prevailing current market rates for similar properties in Mumbai, India.

The Renewed Periwinkle LLA may be renewed for further periods subject to agreement between the parties. Any renewal of the Renewed Periwinkle LLA is subject to the parties complying with the relevant requirements of the Listing Rules.

5. Aggregate Amounts Payable

The aggregate amounts payable by Samsonite India to Periwinkle pursuant to the Renewed Periwinkle LLA during the duration of the Renewed Periwinkle LLA will be approximately INR 18.99 million (approximately US\$292,635).

6. Reasons for, and benefits of, the Renewed Periwinkle LLA

The entry into the Renewed Periwinkle LLA will ensure that Samsonite India can continue to operate from its current office premises in Mumbai, India without disruption.

C. LISTING RULES IMPLICATIONS

Periwinkle is a company controlled by certain members of the Tainwala Group. As Mr. Ramesh Tainwala is a director of the Company and the other members of the Tainwala Group are associates of Mr. Ramesh Tainwala, Periwinkle is a connected person of the Company under Rule 14A.07(4) of the Listing Rules. Samsonite India is a non-wholly owned subsidiary of the Company and is held as to 40% by certain members of the Tainwala Group. Accordingly, the Renewed Periwinkle LLA and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The transactions under the Renewed Periwinkle LLA will be aggregated with other transactions between the Group and the Tainwala Group in accordance with Rule 14A.83 of the Listing Rules. As the highest of the applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the annual cap for the year ending December 31, 2018 for the transactions contemplated under the Renewed Periwinkle LLA and other transactions between the Group and the Tainwala Group will, on an aggregated annual basis, be more than 0.1% but less than 5%, the transactions under the Renewed Periwinkle LLA will constitute continuing connected transactions that are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Rule 14A.76(2) of the Listing Rules.

D. AGGREGATE ANNUAL CAP FOR TRANSACTIONS WITH THE TAINWALA GROUP

The aggregate amounts payable by Samsonite India to Periwinkle in respect of the Renewed Periwinkle LLA is subject to the annual cap set by the Company for all transactions with the Tainwala Group for the year ending December 31, 2018 as set out below:

Amounts payable by the Group to the Tainwala Group

Annual cap for the year ending December 31, 2018	US\$25.62 million
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As described in the Company's announcement of the renewed annual caps for transactions with the Tainwala Group dated December 22, 2015, the annual caps were determined primarily on the basis of: (i) estimated annual growth in purchases of raw materials and finished products between Samsonite India and the Tainwala Group due to increases in sales and production in line with Samsonite India's current business plan; (ii) estimated increases in rental and associated costs payable by Samsonite India in line with local market conditions; (iii) estimated annual growth in purchases of finished products, components and manufacturing services by the Group due to increase in sales in line with the Group's current business plan; and (iv) expected market conditions and exchange rate fluctuations.

E. INFORMATION ON THE GROUP AND PERIWINKLE

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®, Tumi®, American Tourister®, Hartmann®, High Sierra®, Gregory®, Speck®, Lipault®, Kamiliant® and eBags® brand names as well as other owned and licensed brand names.

Periwinkle is a company controlled by certain members of the Tainwala Group.

F. DIRECTORS' CONFIRMATIONS

The Directors (including the independent non-executive Directors) are of the view that the Renewed Periwinkle LLA and the transactions contemplated thereunder are on normal commercial terms and in the ordinary and usual course of business of the Company, and that the terms of the Renewed Periwinkle LLA are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As noted in the Company's announcement of the renewed annual caps for transactions with the Tainwala Group dated December 22, 2015, the Directors (including the independent non-executive Directors) are of the view that the annual cap for the year ending December 31, 2018 in respect of the transactions with the Tainwala Group is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Due to Mr. Ramesh Tainwala's deemed interests in Samsonite India and his interests in the Tainwala Group, Mr. Ramesh Tainwala has abstained from voting on the relevant resolutions of the Board in respect of the Renewed Periwinkle LLA. Save as disclosed above, none of the Directors has a material interest in the Renewed Periwinkle LLA, the transactions contemplated thereunder or the Tainwala Group, and therefore no other Director has abstained from voting on the relevant resolutions of the Board in respect of the Renewed Periwinkle LLA.

G. DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“associates”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Samsonite International S.A., a <i>societe anonyme</i> incorporated and existing under the laws of Luxembourg, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“INR”	Indian rupee, the lawful currency of India
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Periwinkle”	Periwinkle Fashions Private Limited, a company incorporated in India and controlled by certain members of the Tainwala Group
“Periwinkle LLA”	the leave and license agreement and amenities agreement originally entered into on August 5, 2010 and August 9, 2010, respectively, between Periwinkle and Samsonite India, as amended, and renewed on March 30, 2015 for a period of three years with effect from April 1, 2015

“Renewed Periwinkle LLA”	the addendum to the Periwinkle LLA entered into between Periwinkle and Samsonite India for a period of nine months with effect from April 1, 2018, the details of which are set out in the section headed “The Renewed Periwinkle LLA”
“Samsonite India”	Samsonite South Asia Private Limited, a non-wholly owned member of the Group held as to 40% by certain members of the Tainwala Group
“Shareholders”	holders of Shares
“Shares”	ordinary shares in the capital of the Company with a nominal value of US\$0.01 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tainwala Group”	Mr. Ramesh Tainwala, certain members of his family and his associates
“US\$”	United States dollar, the lawful currency of the United States of America
“%”	per cent.

For the purposes of translating certain amounts denominated in INR into US dollars, an exchange rate of INR 1 = US\$0.01541 has been applied. This exchange rate is for illustrative purposes only and such conversion shall not be construed as a representation that amounts in INR could be converted into US dollars at such rate.

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

Hong Kong, March 15, 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.