
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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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)

**(1) ACKNOWLEDGEMENT OF RESIGNATION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**

(2) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

AND

(3) NOTICE OF GENERAL MEETING

A notice convening the General Meeting of Samsonite International S.A. to be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, September 22, 2016 at 9:00 a.m. (CET) is set out on pages 6 and 7 of this circular. A form of proxy for use at the General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.samsonite.com).

Whether or not you are able to attend the General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the Company's registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the General Meeting if they so wish.

August 26, 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	2
2. Information on Proposed Resolutions at the General Meeting	3
3. Recommendation	4
4. General Meeting and Proxy Arrangement	4
Appendix — Details of the Director Proposed to be Elected at the General Meeting	5
Notice of General Meeting	6

DEFINITIONS

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

“Articles”	the articles of incorporation of the Company currently in force;
“Board”	the board of Directors of the Company;
“Company”	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;
“Directors”	the directors of the Company;
“General Meeting”	the general meeting of the Shareholders of the Company to be held at 13–15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, September 22, 2016 at 9:00 a.m. (CET), to consider and, if appropriate, to approve the ordinary resolutions and the special resolution contained in the notice of the meeting which is set out on pages 6 and 7 of this circular, or any adjournment thereof;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Griffith”	Mr. Jerome Squire Griffith;
“Mr. Ko”	Mr. Miguel Kai Kwun Ko;
“Shares”	ordinary shares of US\$0.01 each in the capital of the Company;
“Shareholders”	holders of Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.



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Executive Directors:

Ramesh Dungarmal Tainwala (*Chief Executive Officer*)

Kyle Francis Gendreau

Registered Office:

13-15 Avenue de la Liberté

L-1931

Luxembourg

Non-executive Directors:

Timothy Charles Parker (*Chairman*)

Tom Korbas

Principal Place of Business in Hong Kong:

25/F, Tower 2, The Gateway

Harbour City, 25 Canton Road

Tsimshatsui, Kowloon

Hong Kong

Independent Non-executive Directors:

Paul Kenneth Eтчells

Keith Hamill

Miguel Kai Kwun Ko

Bruce Hardy McLain (*Hardy*)

Ying Yeh

August 26, 2016

To the Shareholders

Dear Sir/Madam,

**(1) ACKNOWLEDGEMENT OF RESIGNATION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**

(2) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

AND

(3) NOTICE OF GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the ordinary resolutions and the special resolution to be proposed at the General Meeting relating to (i) the acknowledgement of resignation of Mr. Miguel Kai Kwun Ko as an Independent Non-Executive Director of the Company, (ii) the proposed election of Mr. Jerome Squire Griffith as a Non-Executive Director of the Company and (iii) the remuneration to be granted to Mr. Griffith as a Non-Executive Director and to give notice of the General Meeting.

LETTER FROM THE BOARD

2. INFORMATION ON PROPOSED RESOLUTIONS AT THE GENERAL MEETING

ORDINARY RESOLUTIONS

1. Acknowledgement of the resignation of Mr. Miguel Kai Kwun Ko as an Independent Non-Executive Director

On August 25, 2016, the Board announced that Mr. Miguel Kai Kwun Ko (“**Mr. Ko**”) has resigned as an Independent Non-Executive Director of the Company with effect from September 22, 2016, subject to acknowledgement by the Shareholders at the General Meeting.

Mr. Ko has been an Independent Non-Executive Director of the Company since May 26, 2011. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. In view of his recent expanded responsibilities within his other business interests, Mr. Ko has decided to resign from the Board and the board committees.

Mr. Ko has confirmed that there is no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Ko for his valuable efforts and contributions to the Company during his tenure of office.

It is proposed that the resignation of Mr. Ko as an Independent Non-Executive Director of the Company be acknowledged by the Shareholders.

2. Proposed Election of Mr. Jerome Squire Griffith as a Non-Executive Director

It is proposed that Mr. Jerome Squire Griffith (“**Mr. Griffith**”) be elected as a Non-Executive Director at the General Meeting. As Mr. Griffith was a director of Tumi Holdings, Inc., a subsidiary of the Company, during the two years immediately prior to the date of his proposed appointment, Mr. Griffith would not be considered as an independent director pursuant to the Listing Rules. It is proposed that he will hold office as a Director until the annual general meeting to be held in 2018 and will be subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles.

Details of Mr. Griffith are set out in the Appendix to this circular.

SPECIAL RESOLUTION

3. Approval of the remuneration to be granted to Mr. Griffith

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

It is proposed that the Shareholders approve the remuneration to be granted to Mr. Griffith for the financial year ending December 31, 2016 in an amount of US\$34,307 (pro-rated based on an annual fee of US\$125,000 from September 22, 2016 to December 31, 2016).

LETTER FROM THE BOARD

3. RECOMMENDATION

The Directors consider that the proposed resolutions described above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all of the relevant resolutions to be proposed at the General Meeting.

4. GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the General Meeting is set out on pages 6 and 7 of this circular.

Pursuant to the Listing Rules and Article 13.5 of the Articles, 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 in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.samsonite.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the Company's registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the General Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the General Meeting if they so wish.

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

JEROME SQUIRE GRIFFITH

Mr. Griffith, aged 58, recently served as the Chief Executive Officer, President and director of Tumi Holdings, Inc., a company which was listed on the New York Stock Exchange, from April 2009 to August 2016. He has served as a member of the supervisory board of Tom Tailor Holding AG, a company listed on the Frankfurt Stock Exchange, since June 2015. He has served as a director of Vince Holding Corp., a company listed on the New York Stock Exchange, since November 2013. He has served on the board of Parsons School of Design since September 2013. From 2002 to February 2009, he was employed at Esprit Holdings Limited, a global fashion brand, where he was promoted to Chief Operating Officer and appointed to the board in 2004. He was then promoted to President of Esprit North and South America in 2006. From 1999 to 2002, he worked as an executive vice president at Tommy Hilfiger, an apparel and retail company. From 1998 to 1999, he worked as the president of retail at the J. Peterman Company, a catalog-based apparel and retail company. From 1989 through 1998, he worked in various positions at Gap, Inc., a retailer of clothing, accessories, and personal care products.

Mr. Griffith holds a Bachelor of Science degree in marketing from the Pennsylvania State University, State College, Pennsylvania, USA (1979).

Mr. Griffith does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Mr. Griffith does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the Shares or underlying Shares of the Company nor any associated corporation of the Company.

Save as disclosed above, there is no other information relating to Mr. Griffith to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF GENERAL MEETING



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NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the shareholders (the “**General Meeting**”) of Samsonite International S.A. (the “**Company**”) will be held at 13–15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, September 22, 2016 at 9:00 a.m. (CET) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions.

ORDINARY RESOLUTIONS

1. To acknowledge the resignation of Mr. Miguel Kai Kwun Ko as a Director of the Company with immediate effect.
2. To elect Mr. Jerome Squire Griffith as a Director of the Company with immediate effect and for a period expiring upon the holding of the annual general meeting of the Company to be held in 2018.

SPECIAL RESOLUTION

3. To approve the remuneration to be granted to Mr. Jerome Squire Griffith as a Director of the Company.

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

Hong Kong, August 26, 2016

NOTICE OF GENERAL MEETING

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 General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
3. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System (“**CCASS**”) or maintained with a licensed securities dealer (i.e. not directly recorded in his own name in the register of members of the Company) shall only be entitled to vote by providing its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries. In order to attend and vote at the General Meeting, any such shareholder shall be appointed by HKSCC Nominees Limited as its proxy to attend and vote instead of him.
4. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or to the Company’s registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg not less than 48 hours before the time appointed for the holding of the General 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 Tuesday, September 20, 2016 to Thursday, September 22, 2016, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg or with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1717 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, September 19, 2016.