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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 Thursday, June 6, 2024, at 10:30 a.m. (CET)/4:30 p.m. (Hong Kong time) (or as soon thereafter as the Annual General Meeting shall have adjourned) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions.

### **SPECIAL RESOLUTIONS**

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

1. To renew the authorization granted to the board of directors of the Company, for a new period of five years starting from the date of the publication in the Luxembourg Official Gazette, Recueil Electronique des Sociétés et Associations, of the minutes of the Extraordinary General Meeting, to issue the Company’s shares, to grant options to subscribe for the Company’s shares, to grant restricted share units to receive/subscribe for the Company’s shares and to issue, grant any subscription rights or any other securities or instruments convertible or exchangeable into the Company’s shares (including convertible bonds), to such persons and on such terms as it shall see fit, and consequently to increase, in one or several times, the subscribed share capital of the Company, and to allocate the existing Company’s shares without consideration or to issue the Company’s shares paid-up out of available reserves to employees and to corporate officers (including directors) of the Company and its direct or indirect subsidiaries as provided for under Article 4.2 of the articles of incorporation, or certain categories thereof, subject always to compliance with applicable provisions of the Luxembourg law of August 10, 1915, on commercial companies, as amended from time to time, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, within the limits provided for in Article 4.2 of the articles of incorporation of the Company and without reserving (by cancelling or limiting) a preferential subscription right to the existing Company’s shareholders to subscribe to the Company’s shares to be issued, on the basis of the report of the board of directors of the Company drawn up in accordance with Article 420-26 (5) and (6) of the Luxembourg law of August 10, 1915, on commercial companies, as amended from time to time;

2. Modification of Article 13.1 of the Articles of Incorporation of the Company, in order to read as follows:

*The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held in Luxembourg at the registered office of the Company, and/or at any other location as may be indicated in the convening notices, within six (6) months of the end of each financial year. Shareholders may take part to the annual general meeting through video-conference or through other means of communication allowing their identification and are entitled to vote and are deemed to be present for the computation of the quorums and votes. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting.*

3. Modification of Article 13.17 of the Articles of Incorporation of the Company, in order to read as follows:

*Except as otherwise provided in these Articles, any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules”) may be served by the Company on any member either personally or by sending it through the registered mail in a prepaid letter addressed to such member at his registered address as appearing in the Register or, to the extent permitted by the Luxembourg Companies Law, the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s website provided that the Company has obtained (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed or implied consent to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means. In the case of convening notices for general Shareholders’ meeting, notices will be served by the Company pursuant to the provisions of article 13.15 of these Articles by sending through a registered mail to each member, unless the addressees have expressly accepted in writing on an individual basis to receive convening notices through other means of communication, such as electronic means, warranting notification and access to the information, and also, at the discretion of the Board and if required by the Listing Rules and all applicable laws and regulations, by advertisement published in the newspapers. In the case of joint holders of a Share, all notices shall be given to that holder for the time being whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders.*

4. Modification of Article 19.1 of the Articles of Incorporation of the Company, in order to read as follows:

*The Company may at any time and from time to time by Special Resolution passed at an Extraordinary General Meeting alter or amend its Articles in whole or in part, including the change of nationality of the Company. However, the commitments of its Shareholders may be increased only with the unanimous consent of all the Shareholders and bondholders (if any) in an Extraordinary General Meeting.*

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

Luxembourg, April 19, 2024

*Notes:*

1. All resolutions 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.
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 Extraordinary General Meeting, the register of members of the Company will be closed from Friday, May 31, 2024 to Thursday, June 6, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at 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 30, 2024 (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 Extraordinary General Meeting, preparing and taking of any resolutions related to the Extraordinary 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 Extraordinary 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.

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).

*As of the date of this announcement, the Executive Director is Kyle Francis Gendreau, the Non-Executive Director is Timothy Charles Parker and the Independent Non-Executive Directors are Claire Marie Bennett, Angela Iris Bray, Paul Kenneth Etchells, Jerome Squire Griffith, Tom Korbas and Ying Yeh.*