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## DEFINITIONS

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*In this Prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in “Glossary of Technical Terms”.*

“A Loan Notes”	means the A loan notes to be issued by the Company pursuant to the 2011 Reorganization Implementation Deed
“Abhishri”	means Abhishri Packaging Private Limited, a company controlled by certain members of the Tainwala Group
“ABL Term Facility”	means the term loan facility of principal amount US\$55,000,000 (together with all accrued interest currently outstanding) which was drawn in full on September 10, 2009, under the SFA Amendment and Restatement Agreement, such facility will be repaid on Listing in accordance with the provisions of the 2011 Reorganization Implementation Deed
“Accountants’ Report”	means the accountants’ report prepared by the Joint Reporting Accountants, as set out in Appendix I
“Ad Hoc Reserve”	means under the terms of the 2011 Reorganization Implementation Deed, the Company’s Shareholders will resolve to re-allocate a portion of the share capital of the Company to a special distributable reserve
“Adjusted EBITDA”	means a non-IFRS financial measure which is calculated by adjusting EBITDA to exclude gain on debt and equity restructuring, impairment of goodwill, restructuring charges, impairment/reversal of impairment of intangible assets and fixed assets, the share-based compensation expense reflected in general and administrative expenses, the charge for inventory acquired in business combination and other adjustments as described further in <i>“Financial Information—Other Financial Data—Adjusted EBITDA”</i>
“Adjusted Net Income”	means a non-IFRS financial measure which eliminates the effect of a number of non-recurring costs and charges and certain other non-cash charges that affect the Company’s reported net income, including (without limitation): (i) the gain included from the restructuring in 2009 of a significant portion of the Company’s outstanding indebtedness and associated restructuring charges; (ii) the impairment of goodwill, other intangible assets and certain fixed assets in 2008; (iii) the reversal of such impairment of those intangible and fixed assets in

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	2010 as a result of the general improvement in economic conditions; (iv) changes in the fair value of put options related to the Company's majority-owned subsidiaries; (v) amortization that the Company would have recognized but for the impairment of intangibles other than goodwill; (vi) interest expenses related to the Company's current capital structure; and (vii) certain tax effects related to the preceding adjustments as described further in " <i>Financial Information—Other Financial Data—Adjusted Net Income</i> "
"Application Form(s)"	means the WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s) or, where the context so requires, any of them
"Articles"	means the articles of association of the Company, as amended from time to time
"Astrum"	means Astrum International Corporation, a Delaware corporation
"Authorized Representatives"	means Mr. Ramesh Tainwala, an executive Director, and Ms. Wun Sei Lo, the joint company secretary, the Company's authorized representatives
"B Loan Notes"	means the B loan notes to be issued by the Company pursuant to the 2011 Reorganization Implementation Deed
"Bagzone"	means Bagzone Lifestyle Private Limited, a company controlled by certain members of the Tainwala Group
"Board" or "Board of Directors"	means the board of directors of the Company
"Borrowers"	means the borrowers under the Senior Facilities Agreement being Samsonite LLC and Samsonite Europe N.V.
"business day"	means any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
"CAGR"	means compound annual growth rate
"CCASS"	means the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Clearing Participant"	means a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant

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“CCASS Custodian Participant”	means a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	means a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	means a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CEO”	means Chief Executive Officer
“CFO”	means Chief Financial Officer
“CGU”	means cash generating unit
“Chapter 11”	means Chapter 11 of the US Bankruptcy Code
“China” or “PRC”	means the People’s Republic of China excluding, for the purpose of this Prospectus, Hong Kong, Macau and Taiwan, unless otherwise specified
“CIT”	means corporate income tax
“CMG”	means Central Marketing Group Co. Ltd., a 40 percent shareholder of a non-wholly owned subsidiary of ours, Samsonite (Thailand) Co. Ltd.
“Companies Ordinance”	means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”, “our”, “we” or “us”	means Samsonite International S.A., a société anonyme incorporated and existing under the laws 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 B159469 and, except where the context otherwise requires, all of its subsidiaries, or where the context refers to the time before it became the holding company of its present subsidiaries, its present subsidiaries
“Compliance Adviser”	means Somerley Limited, the Company’s compliance adviser appointed in accordance with Rule 3A.19 of the Listing Rules
“Contribution”	means the contribution by the shareholders of Luxco 1 (through the Nominee) of their shares in

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	Luxco 1 to the Company in exchange for Shares and the issue of Loan Notes in accordance with the provisions of the 2011 Reorganization Implementation Deed
“Corelli L.P.”	means a Jersey limited partnership incorporated in 2009 and controlled by Tim Parker
“CRC”	means Central Retail Corporation Co., Ltd., an associate of CMG
“CSO”	means Chief Supply Officer
“CTCL”	means Central Trading Co. Ltd, an associate of CMG
“CVC”	means the CVC Funds
“CVC Funds”	means CVC European Equity Partners IV (A) L.P., CVC European Equity Partners IV (B) L.P., CVC European Equity Partners IV (C) L.P., CVC European Equity Partners IV (D) L.P., CVC European Equity Partners IV (E) L.P., CVC European Equity Partners Tandem Fund (A) L.P., CVC European Equity Partners Tandem Fund (B) L.P. and CVC European Equity Partners Tandem Fund (C) L.P.
“CVC Lock-up Period”	the period commencing on the date of the CVC Funds Lock-up Deed, and ending on a date which is six months after the First Dealing Date
“Desa”	means Desa Deri Sanayi ve Ticaret A.S.
“Director(s)”	means the director(s) of the Company
“DTT”	means a double tax treaty
“EBIT”	means earnings before interest and tax
“EBITDA”	means earnings before interest, taxes, depreciation, and amortization
“Energyplast”	means Energyplast SAS
“ERP”	means enterprise resource planning
“EU”	means the European Union
“EU PSD”	means the EU Parent-Subsidiary Directive
“€” or “Euro”	means the Euro, the single currency of the participating member states of the EU

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## DEFINITIONS

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“European Distribution Center”	means our distribution center located in Oudenaarde, Belgium
“Executives”	means Kyle Gendreau, Ramesh Tainwala, Tom Korbas and Fabio Rugarli
“Facilities”	means the facilities available under the Senior Facilities Agreement
“Facility Agent”	means RBS as facility agent under the Senior Facilities Agreement
“Facility B”	means a term loan facility of US\$240 million under the Senior Facilities Agreement
“First Dealing Date”	means the date on which trading in the Shares commences on the Stock Exchange, expected to be on or around June 16, 2011
“First Six-month Period”	means the period commencing on the date by reference to which disclosure of the CVC Funds’ and RBS’s shareholdings are made in this prospectus and ending on the date which is six months from the First Dealing Date
“Forecast Profit”	means our forecast profit attributable to the equity holders of the Company for the year ending December 31, 2011
“Fremder SPA”	means a settlement agreement dated November 3, 2009 between Angela Franco Fremder, Giuseppe Franco Fremder, Federico Fremder, Bruna Fremder, Samsonite Finanziaria S.r.l, Samsonite LLC and Columbus MFV LLP, to definitely settle their reciprocal rights and duties under a sale and purchase agreement
“GDP”	means gross domestic product
“Global Offering” or “IPO”	means the Hong Kong Public Offering and the International Offering
“Grantee(s)”	means a participant who accepts the offer of the grant of an option
“GREEN Application Form(s)”	means the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited

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“Group”, “Samsonite Group” or “Delilah Group”	means the Company and its subsidiaries and related undertakings and, in respect of the period before completion of the Contribution, shall also include Luxco 1 and all of its subsidiaries as at the relevant time
“Guzman”	means Juan Rogerto Guzman y Compania Ltda.
“HK\$” or “HK dollars”	means Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	means the Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	means HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	means the 67,123,800 New Shares being initially offered by the Company for subscription at the Offer Price under the Hong Kong Public Offering, subject to adjustment as described in “ <i>Structure of the Global Offering</i> ”
“Hong Kong Public Offering”	means the offer of the Hong Kong Offer Shares for purchase by the public in Hong Kong on and subject to the terms and conditions described in this Prospectus and the Application Forms, as further described in “ <i>Structure of the Global Offering—The Hong Kong Public Offering</i> ”
“Hong Kong Share Registrar”	means Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	means the entities listed in “ <i>Underwriting—Hong Kong Underwriters</i> ”
“Hong Kong Underwriting Agreement”	means the underwriting agreement dated June 2, 2011 relating to the Hong Kong Public Offering and entered into by the Joint Global Coordinators, the Hong Kong Underwriters and the Company, as further described in “ <i>Underwriting—Underwriting Arrangements and Expenses—Hong Kong Public Offering</i> ”

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“HSBC USA”	HSBC Bank USA, National Association
“IFRS”	means the International Financial Reporting Standards as issued by the International Accounting Standards Board
“India Framework Agreement”	means the framework agreement to be entered into between Samsonite India and the Company with effect from the Listing Date
“Industry Report”	means the report, written by Frost & Sullivan and commissioned by the Company, on the global luggage market in Asia, Europe, North America and Latin America, including general economic data on China and India and brand awareness in a number of key luggage markets
“International Offer Shares”	means the 53,976,205 New Shares being initially offered by the Company for subscription and the 550,135,595 Sale Shares being initially offered by the Selling Shareholders for purchase, both at the Offer Price and under the International Offering, subject to adjustment and the Over-allotment Option, as described in “ <i>Structure of the Global Offering</i> ”
“International Offering”	means the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the US Securities Act, as further described in “ <i>Structure of the Global Offering</i> ”
“International Underwriters”	means the entities listed in “ <i>Underwriting—International Underwriters</i> ”
“International Underwriting Agreement”	means the international underwriting agreement relating to the International Offering, which is expected to be entered into by the Joint Global Coordinators, the International Underwriters, the Selling Shareholders and the Company on or about June 10, 2011, as further described in “ <i>Underwriting—Underwriting Arrangements and Expenses—International Offering—International Underwriting Agreement</i> ”
“IRS”	means the United States Internal Revenue Service
“Jacksonville Distribution Center”	means our distribution center located in Jacksonville, Florida, USA

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“Joint Bookrunners”	means Goldman Sachs (Asia) L.L.C., The Hongkong and Shanghai Banking Corporation Limited, Morgan Stanley Asia Limited, UBS AG, Hong Kong Branch and The Royal Bank of Scotland N.V., Hong Kong Branch
“Joint Global Coordinators”	means Goldman Sachs (Asia) L.L.C., The Hongkong and Shanghai Banking Corporation Limited and Morgan Stanley Asia Limited
“Joint Reporting Accountants”	means KPMG LLP, Certified Public Accountants, United States and KPMG, Certified Public Accountants, Hong Kong
“Juron”	means Juron Nominees Pty Ltd
“Key Leases”	means one distribution center located in Jacksonville, Florida, USA, which is a 818,000 square foot property through which the majority of products coming into North America from Asia pass through; the Group’s joint corporate headquarters located in Mansfield, MA, USA, which is the Group’s Americas headquarters and where the Group’s corporate back-office is based (including the Group’s finance and legal functions); and a distribution center located in Cuautitan Izcalli, Mexico, which is the Group’s principal distribution center for northern Latin America
“Lankhorst”	means Lankhorst Pure Composites B.V.
“Latest Practicable Date”	means May 27, 2011, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication
“LC Facility”	means a multicurrency letter of credit facility of US\$25 million under the Senior Facilities Agreement
“Leased Facilities”	means 89 properties in 34 countries which are used as office premises, warehousing facilities and staff quarters
“Leased Outlets”	means 430 leased properties in 27 countries which are used as retail outlets
“Leased Properties”	means the Key Leases, Leased Outlets and Leased Facilities
“Lenders”	means the syndicate of lenders under the Senior Facilities Agreement



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## DEFINITIONS

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“Listing”	means the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	means the listing committee of the Stock Exchange
“Listing Date”	means the date, expected to be on or about June 16, 2011, on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“LITL”	means Luxembourg Income Tax Law
“Loan Notes”	means the A Loan Notes and the B Loan Notes
“Lock-up Deeds”	means the lock up deeds entered into by each of the Lock-up Parties with the Joint Bookrunners and the Company
“Lock-up Party”	means each Shareholder that will not sell all of its Shares under the Global Offering
“Lock-up Shares”	means (i) prior to completion of the 2011 Reorganization, any of the shares in Delilah Holdings S.à.r.l. which are held by the Lock-up Party on the date hereof; or (ii) following completion of the 2011 Reorganization, any of the Shares in the Company which are held by such Lock-up Party as a result of the 2011 Reorganization, or (in either case) any interest therein (including, but not limited to any securities that are convertible into or exercisable or exchangeable for, or that represent the right to receive, or any warrants or other rights to purchase, any such shares, as applicable)
“Lonecrest”	means Lonecrest Trading (Proprietary) Limited
“Luxco 1”	means Delilah Holdings S.à r.l., a <i>société à responsabilité limitée</i> , incorporated and existing under the laws of Luxembourg on July 22, 2009, having its registered office at 13-15, Avenue de la Liberté,

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	L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B. 147.732
“Luxco 2”	means Delilah Sub Holdings S.à r.l., a <i>société à responsabilité limitée</i> , incorporated and existing under the laws of Luxembourg on July 22, 2009, having its registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B. 147.733
“Luxco 3”	means Delilah S.à r.l., a <i>société à responsabilité limitée</i> , incorporated and existing under the laws of Luxembourg on July 22, 2009, having its registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B. 147.734
“Luxco 4”	means Samsonite IP Holdings S.à r.l., a <i>société à responsabilité limitée</i> , incorporated and existing under the laws of Luxembourg on July 22, 2009, having its registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B. 147.735
“Luxco 5”	means Delilah US Investments S.à r.l., a <i>société à responsabilité limitée</i> , incorporated and existing under the laws of Luxembourg on July 22, 2009, having its registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B. 147.738
“Luxco 6”	means Delilah Europe Holdings S.à r.l., a <i>société à responsabilité limitée</i> , incorporated and existing under the laws of Luxembourg on July 22, 2009, having its registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B. 147.736
“Luxco 7”	means Delilah Europe Investments S.à r.l., a <i>société à responsabilité limitée</i> , incorporated and existing under the laws of Luxembourg on July 22, 2009, having its registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B. 147.737
“Luxco B”	means Samsonite Sub Holdings S.à r.l., a <i>société à responsabilité limitée</i> , incorporated and existing under

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	the laws of Luxembourg on March 24, 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 B.160.185
“Luxco B Contribution”	means the contribution by the Company of its shares in Luxco 1 to Luxco B in exchange for an issue of class A shares and class B shares in Luxco B
“Luxco C”	means Delilah Intermediate Holdings S.à r.l., a <i>société à responsabilité limitée</i> , to be incorporated under the law of Luxembourg in accordance with the 2011 Reorganization
“Luxembourg”	means the Grand-Duchy of Luxembourg
“Luxembourg Companies Law”	means <i>Loi du 10 août 1915 concernant les sociétés commerciales</i> (the Luxembourg law of August 10, 1915 on commercial companies and of the amending laws in force)
“Luxembourg Generally Accepted Accounting Principles”	means the generally accepted accounting principles in force from time to time in Luxembourg
“Macau”	means the Macau Special Administrative Region of the PRC
“MBT”	means municipal business tax
“Middle East Framework Agreement”	means the framework agreement to be entered into between Samsonite Middle East and the Company with effect from the Listing Date
“New LC Facility”	means the letter of credit facility letter to be entered into between Samsonite LLC, Samsonite Europe NV and RBS with effect from the Listing Date
“New Shares”	means the 121,100,005 Shares being initially offered by the Company for subscription under the Global Offering
“Nominee”	means Corelli Nominees Limited
“NWT”	means net wealth tax
“Offer Price”	means the final offer price per Offer Share (exclusive of brokerage of one percent, SFC transaction levy of 0.003 percent and Stock Exchange trading fee of

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	<p>0.005 percent) of not more than HK\$17.50 and expected to be not less than HK\$13.50, such price to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters), the Selling Shareholders and the Company on or before the Price Determination Date</p>
“Offer Share(s)”	<p>means the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be sold by the Over-allotment Lenders pursuant to the exercise of the Over-allotment Option</p>
“Other Lenders”	<p>means AIB Venture Capital Limited, Commerzbank Aktiengesellschaft, Caisse de dépôt et placement du Québec, Creditor B.V., Glitnir Banki HF and National Australia Group Europe Investments Limited</p>
“Original Other Lenders”	<p>means Allied Irish Banks plc, Commerzbank AG, Caisse de dépôt et placement du Quebec, Corelli L.P. Creditor B.V., Delilah Financing S.à r.l., Glitnir Banki HF, and National Australia Bank Limited</p>
“Over-allotment Lenders”	<p>means the CVC Funds and RBS</p>
“Over-allotment Option”	<p>means the option expected to be granted by the Over-allotment Lenders to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), pursuant to which the Over-allotment Lenders may be required to sell a number of additional Shares equivalent to up to 15 percent of the total number of Offer Shares offered under the Global Offering at the Offer Price, which will be equal to 100,685,100 additional Shares to, among other things, cover over-allocations in the International Offering, details of which are described in “<i>Structure of the Global Offering—The International Offering—Over-allotment Option</i>”</p>
“Owned Properties”	<p>means (i) a factory located in Nashik, India; (ii) an office and warehouse located in Ningbo, China; (iii) a factory, distribution center and European headquarters located in Oudenaarde, Belgium; (iv) a factory located in Szekszard, Hungary; and (v) a warehouse and offices located in Saltrio, Italy</p>

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“Parent Shares”	means any of the Shares in respect of which the CVC Funds or RBS are shown by this Prospectus to be the beneficial owner (as defined in Rule 10.07(2) of the Listing Rules).
“PBGC”	means Pension Benefits Guarantee Corporation
“Periwinkle”	means Periwinkle Fashions Private Limited, a company controlled by members of the Tainwala Group
“PIK”	means payment-in-kind
“Planet Retail”	means Planet Retail Holding Private Limited, a company which became an associate of Mr. Tainwala on August 1, 2010
“Preference Shares”	means the class A and class B preference shares of US\$0.01 each issued by Luxco 1
“Price Determination Date”	means the date, expected to be on or about June 10, 2011, on which the Offer Price will be determined and, in any event, not later than June 14, 2011
“Profit Forecast Period”	means the year ending December 31, 2011
“PT MAP”	means PT Mitra Adiperkasa Tbk, which holds 40 percent of PT Samsonite Indonesia
“QIBs”	means qualified institutional buyers within the meaning of Rule 144A
“RBS”	means The Royal Bank of Scotland plc
“R&D”	means research and development
“REACH”	means the European framework on Registration, Evaluation Authorization and Restriction of Chemical substances
“Regulation S”	means Regulation S under the US Securities Act
“Relevant Requirements”	means Rules 5.01 and 5.06(1) and (2) and paragraph 3(a) of Practice Note 16 of the Listing Rules
“Revolver”	means the US\$100,000,000 revolving credit facility entered into between the Revolver Borrowers (as borrowers) and HSBC USA (as lender)

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“Revolver Borrowers”	means the Company, Samsonite LLC, Samsonite Company Stores, Samsonite IP Holdings S.à r.l. and Samsonite Europe N.V.
“RIMCO”	means Rustan Investment and Management Corporation
“RMB” or “Renminbi”	means Renminbi, the lawful currency of the PRC
“RMC”	means Rustan’s Marketing Corporation
“Robinzon”	means ZAO Robinzon Bagazh, an associate of Stoke Newington which also holds 40 percent shareholder of Samsonite CES Holding B.V., a non-wholly owned member of the Group
“Robinzon Ukraine”	means PC Robinzon, an associate of Stoke Newington
“Rule 144A”	means Rule 144A under the US Securities Act
“Sale Shares”	means the 550,135,595 Shares being initially offered by the Selling Shareholders for purchase under the Global Offering
“Samsonite”	means the Samsonite brand and/or the Company and, except where the context otherwise requires, the Group
“Samsonite Company Stores”	means Samsonite Company Stores, LLC, an Indiana limited liability company
“Samsonite Corporation”	means the company now known as Samsonite LLC, pursuant to its conversion to an LLC on September 3, 2009
“Samsonite EBT”	means the Samsonite employee benefit trust established in connection with the Samsonite Management Equity Plan which currently holds the beneficial interest of 1,375,810 C ordinary shares in Luxco 1
“Samsonite India”	means Samsonite South Asia Private Limited, a non-wholly owned member of the Group held 40 percent by Mr. Tainwala and certain of his associates
“Samsonite Management Equity Plan”	means our previous management equity scheme whereby the beneficial interest in certain C ordinary shares of Luxco 1 were offered to members of

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	management in connection with their employment with the Group, such scheme will be terminated before Listing in accordance with the provisions of the 2011 Reorganization Implementation Deed
“Samsonite Middle East”	means Samsonite Middle East FZCO, a non-wholly owned member of the Group held 40 percent by Mr. Tainwala and certain of his associates
“Samsonite Russia”	means Limited Liability Company Samsonite, a company incorporated in Russia
“Samsonite Turkey”	means Samsonite Seyahat Urunleri Sanayi ve Ticaret A.S., a non-wholly owned member of the Group held 40 percent by Desa
“Samtain”	means Samtain Sales Limited, a company controlled by certain members of the Tainwala Group
“SAP”	SAP Enterprise Resource Planning system
“SARS”	means severe acute respiratory syndrome
“Shareholder Loan”	means a loan entered into between the Group (as borrower) and certain of the CVC Funds (as lenders) consisting of a US\$450 million preference equity certificate in connection with the acquisition of the Group by the CVC Funds
“SEC”	means the US Securities Exchange Commission
“Second Six-month Period”	means the period of six months commencing on the date on which the First Six-month Period expires
“Selling Shareholders”	means the CVC Funds, RBS, the Other Lenders and certain members of management, current and former directors of the Group and certain industry advisors to the CVC Funds that are selling Shares in the Global Offering
“Senior Facilities Agreement”	means a senior facilities agreement dated October 23, 2007 (as amended and restated on December 6, 2007, May 30, 2008 and September 2, 2009) between among others, Luxco 3 (as parent) and certain of its subsidiaries (as borrowers and as guarantors) and RBS (as facility agent, mandated lead arranger and security agent)
“SFA Amendment and Restatement Agreement”	means the senior facilities amendment and restatement agreement which was entered into by the Group on September 2, 2009 pursuant to the 2009 Reorganization

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“SFA Group”	means Luxco 3 and each of its subsidiaries
“SFC”	means the Securities and Futures Commission of Hong Kong
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shareholder(s)”	means holder(s) of Shares
“Shareholders’ Agreement”	means the shareholders’ deed dated September 2, 2009 entered into between, among others, the CVC Funds, RBS, the Original Other Lenders, Corelli L.P. and Tim Parker, which will be terminated before Listing in accordance with the provisions of the 2011 Reorganization Implementation Deed
“Shares”	means ordinary shares in the capital of the Company with a nominal value of US\$0.01 each
“SII”	means Specialty Investments Inc., which holds 40 percent of Samsonite Philippines Inc., a non-wholly owned member of the Group
“SII MoU”	means a memorandum of understanding dated May 26, 2010 entered into between Samsonite Philippines Inc. and SII in relation to sales of products SII
“SOCl”	means Specialty Office Concepts, Inc.
“Sole Sponsor”	means Goldman Sachs (Asia) L.L.C.
“SSI”	means Stores Specialists Inc.
“Stabilizing Manager”	means Goldman Sachs (Asia) L.L.C.
“Statutory control”	means you: <ul style="list-style-type: none"><li>● control the composition of the board of directors of the company;</li><li>● control more than half of the voting power of the company; or</li><li>● hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).</li></ul>



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“Stock Borrowing Agreement”	means the stock borrowing agreement expected to be entered into on or about the Price Determination Date between the Over-allotment Lenders and the Stabilizing Manager (or any of its affiliates acting on its behalf)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Stoke Newington”	means Stoke Newington Holding B.V.
“Syndicate Members”	means the underwriters of the Hong Kong Public Offering and the International Offering
“Tainwala Associates”	means associates of Mr. Ramesh Tainwala
“Tainwala Group”	means Mr. Ramesh Tainwala, certain members of his family and his associates
“Tainwala Holdings”	means Tainwala Holdings Private Limited, a company controlled by members of the Tainwala Group
“Tainwala Trading”	means Tainwala Trading & Investment Company Private Limited, a company controlled by members of the Tainwala Group
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers
“Tim Parker”	means Mr. Timothy Parker, our chairman and chief executive officer
“Track Record Period”	means the three financial years of the Group ended December 31, 2010
“Transparency Law”	means Luxembourg law of January 11, 2008 implementing Directive 2004/109/EC of the European Parliament and of the Council of December 15, 2004 on the harmonization of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market
“Underwriters”	means the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	means the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“Unitary Value”	means a calculation which is set on the basis of the financial statements as at December 31 of the previous financial year and performed in relation to

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	the Valuation Act, taking into account specific allowances and exemptions
“Unlisted company”	means a company with no equity securities listed on the Stock Exchange
“Uruguay Free Zone”	means free trade zone located in Uruguay that exempts imported and exported goods from customs duty, facilitating the distribution of goods in Latin America
“US”, “USA” or “United States”	means the United States of America
“US Holder”	means a beneficial owner of the Company’s shares that is for US federal income tax purposes (i) a citizen or individual resident of the United States, (ii) a corporation or other business entity treated as a corporation created or organized under the laws of the United States or its political subdivisions, (iii) an estate the income of which is subject to US federal income tax without regard to its source or (iv) a trust subject to the control of one or more US persons and the primary supervision of a US court
“US Securities Act”	means the United States Securities Act of 1933, as amended from time to time
“US\$”, “\$” or “US dollars”	means United States dollars, the lawful currency of the United States
“Valuation Act”	means the Luxembourg Property and Securities Valuation Act of October 19, 1934 as amended
“White Form eIPO”	means the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	means Computershare Hong Kong Investor Services Limited
“WTTC”	means the World Travel & Tourism Council
“2009 Reorganization”	means the financial and corporate reorganization of the Group which took place in September 2009 as described in “ <i>History and Reorganization—Our History—Our 2009 Reorganization</i> ”
“2011 Reorganization”	means the 2011 reorganization of the Group in preparation for Listing, details of which are set out in

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## DEFINITIONS

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*“History and Reorganization—Our 2011 Corporate Reorganization”*

“2011 Reorganization Implementation Deed” means the reorganization implementation deed entered into on May 27, 2011 between, among others, the Company, Luxco B, Luxco 1, the CVC Funds, CVC European Equity IV (AB) Limited, RBS, the Other Lenders, Corelli L.P., the Managers (as defined therein), the Other Shareholders (as defined therein), the Samsonite Companies (as defined therein), the Other CVC Entities (as defined therein), the Trustee (as defined therein) and the Nominee in respect of the implementation of the 2011 Reorganization

The terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Unless otherwise specified, all references to any shareholdings in the Company following the completion of the Global Offering assume that the Over-allotment Option is not exercised.

The English names of companies incorporated in the PRC are translations of their Chinese names and are included for identification purposes only. The Chinese names of some of the companies incorporated outside the PRC are translations of their English names and are included for identification purposes only.