## SUMMARY

*This summary is intended to give you an overview of the information contained in this Prospectus. Since it is a summary, it does not contain all the information that may be important to you. You should read the Prospectus in its entirety before you decide to invest in the Offer Shares.*

*There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in "Risk Factors". You should read that section carefully before you decide to invest in the Offer Shares.*

### OVERVIEW

Samsonite International S.A. is the world's largest travel luggage company by retail sales value in 2010[(1)], with a 100-year heritage. Our core brand, *Samsonite*®[(2)], is one of the most well-known travel luggage brands in the world. We are engaged in the design, marketing and sale of travel, business and casual luggage as well as travel accessories. In 2010, our products were sold in more than 37,000 points of sale in over 100 countries through a variety of wholesale and retail distribution channels.

Our market-leading position results from our strong international brand presence, our significant scale, our robust investment on advertising and product innovation, our scalable distribution and sourcing ability, and our market-leading, high-quality products.

In 2010, we had net sales of US$1,215.3 million and Adjusted EBITDA of US$191.9 million, representing an increase of 18.1 percent and 241.4 percent, respectively, over 2009. We are growing fastest in some of our highest margin markets. Our net sales in Asia, which accounted for 33.3 percent of our total net sales in 2010, increased by 45.1 percent over 2009. Asia was our most profitable region in 2010, with an Adjusted EBITDA margin of 19.8 percent, and accounted for 41.7 percent of our Adjusted EBITDA.

As the world's largest travel luggage company in a fragmented global market, with annual retail sales value approximately six times larger than our nearest direct competitor, we are well-positioned to expand our share of the growing US$24.7 billion global luggage market:

- in the emerging high-growth Asian market, where our net sales grew at a CAGR of approximately 23 percent between 2001 and 2010, and which included three of our top five markets by net sales (China, India and South Korea) in 2010, in each of which we were the luggage market leader;

- in the large and developed European and North American markets, where we expect our strong brands, significant scale and well-established distribution networks will enable us to capitalize on the continuing economic recovery in each of these markets to increase net sales faster than the market and expand in the business and casual luggage product categories; and

- in the Latin American market, which includes a mix of our more established markets such as Chile, Mexico and Argentina, and higher growth markets such as Brazil.

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(1) See "*Industry Overview*" for more information on our leading competitive position by retail sales value according to Frost & Sullivan.

(2) Samsonite is a registered trademark in a number of countries. *See "Appendix VI—Intellectual Property Rights of the Group—Trademarks."*

# SUMMARY

We sell our products under the brand names *Samsonite* and *American Tourister*®[3]. These venerable and respected brands are recognized for their heritage and have been characterized by quality, durability, functionality and innovation for decades. *Samsonite* is our premium brand, which, given its high brand recognition and popularity with consumers, is eagerly sought by department stores and luggage retailers around the world. *American Tourister*, by targeting more value-conscious consumers, is positioned to complement *Samsonite*, and allows us to cover both the premium and mid-market segments in the travel luggage market globally.

Samsonite was founded in 1910 in Denver, Colorado, as a trunk manufacturing company. In 1993, we bolstered our brand portfolio with the acquisition of the well-known *American Tourister* luggage brand. Over the last century, we have developed and/or widely commercialized numerous innovations in luggage, from lightweight plastic hard-side suitcases, upright luggage and luggage with wheels, to the more recent four-wheeled spinners and very lightweight hard-side and soft-side technology. Highly-skilled design teams located in each of our four regions continue this tradition of offering innovative luggage products. With 65 employees working on research and development as of December 31, 2010, supported by expenditures of approximately US$35.0 million in aggregate for the three years ended December 31, 2010, we possess a strong infrastructure for future innovation and product design.

### Outsourcing and Manufacturing

In the last ten years we have managed our cost base and optimized production by moving from being primarily a manufacturer to primarily a distributor and marketer of luggage designed by us and sourced from third-party suppliers as well as by rationalizing our warehousing and distribution networks. In 2010, approximately 94 percent of our products were produced by third-party manufacturers, located primarily in China as well as a number of other Asian countries. This outsourcing keeps our fixed cost base low, and allows us to allocate production to the most competitive suppliers. Our in-house manufacturing facilities produce mainly hard-side luggage, including the entire supply of products using the Curv material. See "*Business—Sourcing and Manufacturing*."

### Sales Channels

We sell our products through wholesale and retail distribution channels. We are predominantly a wholesale business. In December 2010, we operated through more than 37,000 points of sale, made up of 36,384 wholesale points of sale and 734 retail points of sale. In 2010, approximately 80 percent of our net sales came from our wholesale channel and approximately 19 percent came from our retail channel. Our wholesale points of sale fall into four categories: department stores and shop-in-shops, luggage specialty stores, mass merchants/hypermarkets and discounters, and internet retailers and other smaller channels. Our retail points of sale consist of our Company-owned stores and, particularly in India, our network of preferred dealers. See "*Business—Sales and Marketing*."

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(3) American Tourister is a registered trademark in a number of countries. *See "Appendix VI—Intellectual Property Rights of the Group—Trademarks."*

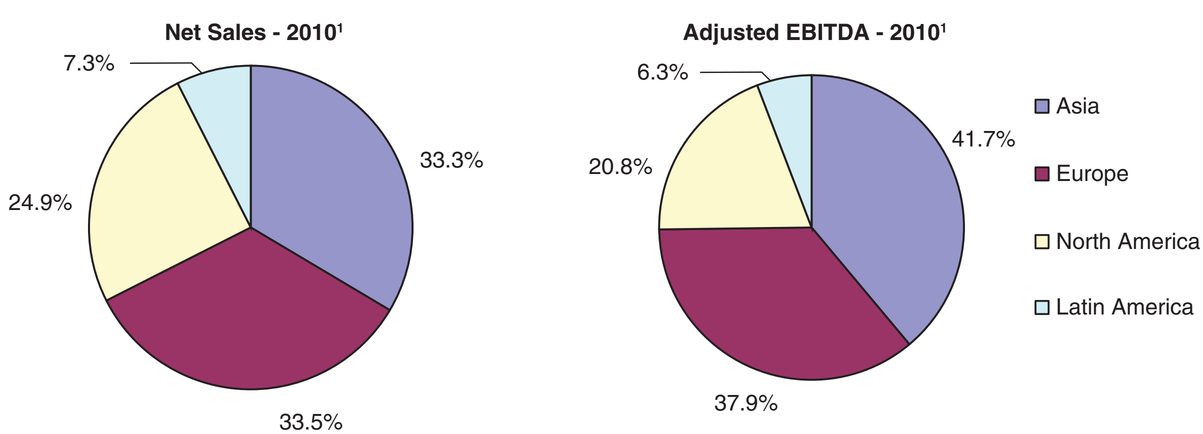
## Management Initiatives

Like many companies in the global consumer products business, we were significantly affected by the global credit crisis in late 2008 and early 2009. We took steps to lessen the effects of the economic downturn, and took the opportunity this presented to permanently improve our business model and position ourselves for the global economic recovery. These included the appointment of Tim Parker, our Chairman and CEO, who led the refocusing of our management strategy on developing the right products to satisfy consumer preferences in each of the regions where we operate, supported by the right sales and distribution strategy and management organization for future growth. We executed this operational reorganization in parallel with our financial restructuring in 2009. These initiatives resulted in a reduced cost base and streamlined management structure, and had a significant positive effect on our business, which experienced double-digit growth in net sales from 2009 to 2010. See "*Financial Information—Significant Factors Affecting Our Results of Operations—Initiatives to Reduce Our Cost Base.*"

Our flexible decentralized management structure now consists of a lean central senior management team and four regional management teams, covering Asia, Europe, North America and Latin America. Finance, treasury, legal and other key management functions are managed centrally in the US, while key operational decision-making, including product development and design, sales and marketing strategy, sourcing strategy and distribution channel management, is handled on a regional level with the regional teams regularly sharing best practices in these areas. This combination of a "right-sized" global senior management team, focused on support and coordination rather than top-down decision making, and regional teams with local expertise focused on execution, enables us to implement business strategies that are responsive to different consumer preferences and trends, market dynamics and economic conditions in our respective regions.

## Our Four Regions

The following charts show the proportion of net sales and Adjusted EBITDA attributable to each of our regions in 2010:




Note:

(1) These charts do not include the proportion of net sales and Adjusted EBITDA attributable to the corporate segment in 2010. The corporate segment accounted for 1.0 percent of our net sales and (6.7) percent of our Adjusted EBITDA.

- *Asia*. Our Asian business, which covers the vast majority of Asia, including China and India, the Middle East, and Australia, generated net sales of US$405.1 million, or 33.3 percent of our total net sales, and gross profit of US$265 million in 2010. Our Adjusted EBITDA in Asia was US$80.1 million in 2010, and our Adjusted EBITDA margin was 19.8 percent. We are the market leader in Asia, as defined by Frost & Sullivan, and had retail sales in Asia more than four times the size of the number two player in Asia. Asia included three of our five largest markets in 2010, namely, China, India and South Korea. We expect that our Asian business will be an increasingly important driver in the growth of our top line sales and profitability as a rapidly expanding middle class spends an increasing amount on travel and travel-related products. Frost & Sullivan expects the Asian travel market (excluding Japan) to grow at an 11.5 percent CAGR from 2010 to 2015 powered by the Chinese and Indian luggage markets which are forecast to grow at CAGRs of 19.2 percent and 15.4 percent, respectively, over the same period. Frost & Sullivan expects the Asian travel market, including Japan, to grow at an 8.0 percent CAGR from 2010 to 2015, reflecting the effect of the large size and relative maturity of the Japanese luggage market.

- *Europe*. We are the market leader in Europe, as defined by Frost & Sullivan. Our European business generated net sales of US$406.7 million, or 33.5 percent of our total net sales, and gross profit of US$225 million in 2010. Our Adjusted EBITDA in Europe was US$72.9 million in 2010, and our Adjusted EBITDA margin was 17.9 percent. Europe is the second largest market for luggage globally, and the European luggage market is forecast to grow at a 4.0 percent CAGR between 2010 and 2015. As the European economy continues to recover, we believe we are well-positioned to further increase our market share through sales of business and casual bags, as well as through a continued focus on our popular travel product lines. Our primary markets in this region are Italy, France, Germany, Spain and the Benelux countries.

- *North America*. We are the market leader in North America, as defined by Frost & Sullivan. Our North American business, which covers the United States, our single largest market, and Canada, generated net sales of US$303.0 million, or 24.9 percent of our total net sales, and gross profit of US$136 million in 2010. Our Adjusted EBITDA in North America was US$39.8 million in 2010, and our Adjusted EBITDA margin was 13.1 percent. The North American luggage market is forecast to grow at a 3.7 percent CAGR between 2010 and 2015. As the North American economy continues to recover, we believe we are well-positioned as a result of our innovative product range and distribution network to increase our market share and to continue to increase net sales and profitability in North America through sales of our core travel product lines, as well as through sales of business and casual bags.

- *Latin America*. Our Latin American business generated net sales of US$89.0 million, or 7.3 percent of our total net sales, and gross profit of US$52 million in 2010. Our Adjusted EBITDA in Latin America was US$12.1 million in 2010, and our Adjusted EBITDA margin was 13.6 percent. The Latin American luggage market is forecast to grow at a 5.9 percent CAGR between 2010 and 2015. Our primary markets in the region are Chile, Mexico and Argentina, with Brazil as a key market for future potential growth.

## OUR COMPETITIVE STRENGTHS

- *Brand*: We are the world's largest travel luggage company, with a category-defining brand and a 100-year heritage.

- *A Global Leader with a Global Scale*: We enjoy global economies of scale, which enable us to make substantial investments in marketing and innovation, to enjoy efficiencies in sourcing and distribution, and to operate a broad global distribution network.

- *Significant Exposure to High Growth Geographies*: We are well-positioned to benefit from rapid growth in travel in Asia, our most profitable market, and other high-growth emerging markets.

- *Innovation*: We have a strong track record of bringing innovative products to market.

- *Global/Regional Balance*: We are able to take advantage of a global platform and expertise while tailoring our products and marketing to the local characteristics of regional and national markets.

- *Strong Growth and Cash Generation*: We have an attractive business model with strong growth prospects, attractive cash generation potential, and resilient characteristics.

- *Experienced Management Leading a Talented and Motivated Workforce*: We have an experienced management team with a proven track record and a high quality, motivated workforce throughout the organization.

## OUR STRATEGY

The key points of our strategy are to:

- Strengthen the leading position of our heritage brand, *Samsonite*, based on its core values of quality, durability and functionality, through continued investment in innovation and marketing.

- Further develop *American Tourister* as a brand that reflects its core values of quality and reliability at more accessible price points.

- Take advantage of economies of scale in marketing, research and development, distribution and sourcing to improve our competitive position, in particular to devote a continuing high level of resources to advertising campaigns in support of our brands.

- Focus on developing our business in high growth Asian markets, particularly the key markets of China and India, through investment in marketing, further expansion of our distribution network, expanding our geographical coverage, and development of product ranges tailored to local needs.

- Capitalize on recovery growth in Europe and North America, leading to increased revenue in these more mature markets.

- Operate our businesses with a high degree of autonomy in the four geographic regions of Asia, Europe, North America and Latin America, while retaining centralized management over brand consistency, sourcing and finance.

- Increase our penetration of the business bags, casual bags and accessories product categories through sustained investment in product development and marketing.

- Continue to increase our Adjusted EBITDA margin through expansion in the higher margin Asian markets by preserving our efficient cost base through managing supplier relationships and by maintaining fixed costs at a reduced level.

## RISK FACTORS

There are certain risks and uncertainties relating to an investment in the Shares, details of which are set out in "*Risk Factors*". A summary of these risks and uncertainties are set out below:

### Risks Relating to Our Business

- We are dependent on the strength of our *Samsonite* and *American Tourister* brands, and any deterioration in these brands could have an adverse effect on our net sales, profitability and the implementation of our growth strategy.

- If we were unable to respond effectively to changes in market trends and customer preferences, our market share, net sales and profitability could be adversely affected.

- Our ability to maintain our sales growth is dependent upon the success of our growth strategies.

- Our growth strategies depend in part on our ability to successfully expand in the business and casual products categories, which we may not be able to achieve.

- Rising costs for our third-party suppliers may compel us to increase our pricing or to source production capacity from new suppliers, either of which could adversely affect our net sales and profitability.

- If we were unable to maintain our network of sales and distribution channels or to manage our inventory effectively, it could adversely affect our net sales, profitability and the implementation of our growth strategy.

- Our efforts to protect our intellectual property by registering patents and trademarks with the relevant authorities and to avoid infringing on the intellectual property rights of others may not be successful, which could affect the reputation of our brands and our net sales and profitability. In particular, the patents relating to the process we use to manufacture the outer shell of our Cosmolite and Cubelite luggage have not been granted as a result of a lawsuit brought against us by Lankhorst Pure Composites B.V. ("**Lankhorst**"). The grant of these patents has been stayed pending the resolution of this litigation.

- We manufacture our key hard-side luggage products in-house, and our inability to source a stable supply of necessary components at competitive prices could affect the production of these key hard-side luggage products, which could adversely affect our net sales and profitability.

- Our third-party suppliers, on whom we rely for the production of a significant proportion of our products, may fail to deliver products of sufficient quality or in a timely manner, which could adversely affect our reputation, net sales and profitability.

- We are dependent upon our own distribution centers and third-party logistics companies to manage our inventory and to transport the inventory to our end-customers, and any disruption affecting either or both of them could adversely affect our reputation, profitability and future sales.

- Our third-party suppliers may engage in conduct that violates our social compliance policy, which would require us to cease using such suppliers and could be detrimental to our reputation and our brand image.

- We are dependent upon information technology systems that enable us to manage our business efficiently and effectively, and technical problems with these systems, in particular our ordering and inventory management systems, may adversely affect our net sales and reputation.

- If we were unable to maintain the appropriate balance between the autonomy of our regional markets and centralized management, our business, net sales and profitability could be adversely affected.

- Fluctuations in the value of the US dollar against the functional currencies of our businesses could adversely affect our profitability.

- We are dependent upon existing members of management and key employees to implement key elements in our strategy for growth, and the failure to retain them or to attract appropriately qualified new personnel could affect our ability to implement these strategies successfully, which could adversely affect profitability and financial performance.

- Our substantial shareholders may exercise significant influence over us, and their interests may conflict with those of our public shareholders.

- The net sales and costs of our businesses are translated from their respective functional currencies to US dollars, and fluctuations in the value of these currencies against the US dollar may obscure underlying trends in our results of operations for a particular period.

- We may face reputational damage as well as lost sales opportunities if we are not able to adequately provide oversight and control of our regional subsidiaries and joint ventures.

- Our defined benefit US pensions and post-retirement obligations could require us to contribute additional cash to fund our pension obligations, and could restrict our ability to obtain financing, which could result in a material reduction in our profitability and cash flow.

- We may not be able to realize the cost-saving benefits associated with the use of overseas third-party suppliers due to changes in international trade law.

- We are a global company, and our operations are subject to economic, social, political and governmental conditions beyond our control that could have an adverse effect on our business.

- There is a risk that we could be treated as a US domestic corporation for US federal income tax as a result of the 2009 Reorganization, or, even if not, that tax could be due on the 2009 Reorganization, either of which could have a material adverse effect on the Company's results of operations.

**Risks Relating to Our Industry**

- A decrease in travel levels could negatively impact sales of our travel luggage, which could adversely affect our profitability and our financial position.

- A deterioration in global economic conditions could affect consumer confidence and spending, which could adversely affect our net sales and profitability.

- We face strong competition in each region in which we operate that may impede our ability to grow market share in key targeted growth markets and product categories or to retain market share in both growth markets and those markets in which we have a strong presence.

**Risks Relating to the Global Offering**

- The Offer Price may not be indicative of prices that will prevail in the trading market for the Shares and such market prices may be volatile.

- As the Offer Price is higher than the unaudited pro forma adjusted net tangible assets per Share, you will experience immediate dilution in the net intangible assets value of the Shares you purchased in the Global Offering.

- Future sales of Shares by the Selling Shareholders or the Company may decrease the value of your investment.

- There is no existing public market for the Shares and their liquidity and market price may be volatile.

- We may not be able to pay dividends or make other forms of distributions.

- Certain industry statistics contained in this Prospectus are derived from third party reports and publicly available sources.

**CURRENT LITIGATION**

For more information on our current litigation matters, please see "*Business—Litigation*." A description of one of our current litigation matters concerning the patent for the Curv material shaping process used in the manufacture of our Cosmolite and Cubelite products is set out below. A claim challenging our ownership of this patent was brought by Lankhorst Pure Composites B.V., a manufacturer and seller of a polypropylene material known as PURE, used in a wide variety of products. We had a contract with Lankhorst from 2002 to 2004 under which the two parties studied whether the PURE material could be used to manufacture luggage shells. This venture was ultimately unsuccessful because we decided that the PURE material did not meet our needs. Since the contract with Lankhorst was terminated in 2004, we have not had a business relationship with them.

In May 2010, Lankhorst sued a number of our subsidiaries in the Netherlands, challenging our ownership of our pending patent applications relating to the production process used to manufacture our Cosmolite and Cubelite product lines. Lankhorst claims sole, or at least partial, ownership of the patents for the Curv production process and seeks unspecified damages under breach of contact and tort claims. If we were compelled to share ownership of these patents with Lankhorst, Lankhorst would be allowed to practice these patents and to license them to others, which could diminish the competitive advantage we believe we hold with respect to the manufacture of ultra-lightweight hard-side luggage using the Curv material (currently sold primarily in Europe and Asia). If partial ownership were awarded to Lankhorst, it would not affect our ability to source the Curv material on an exclusive basis so long as minimum purchase amounts were maintained. If partial or sole ownership were awarded to Lankhorst, we could also be ordered to pay damages to cover Lankhorst's lost opportunity for the period during which we produced products using the Curv process, which began in late 2008.

In addition, if Lankhorst were to be awarded sole ownership of these patents, we would be forced to discontinue all manufacturing that used the Curv process and possibly negotiate a license to use the relevant patents. In the absence of such a license, we would use our strong R&D capability to seek to develop as quickly as possible new ultra-lightweight hard-side products using different materials or different processes, in order to cater to the regions where Curv-based hard-side products are currently sold. Our Cosmolite product line is a significant contributor to our net sales and our gross profit, and we believe that Cubelite will become a significant contributor as well. Sales of Cosmolite accounted for approximately 0.4 percent, 3.4 percent and 7.5 percent of our net sales and 0.4 percent, 3.6 percent and 7.8 percent of our gross profit in 2008, 2009 and 2010, respectively. Cubelite, released in 2010, accounted for less than one percent of our net sales and our gross profit in 2010. As such, if we were forced to discontinue manufacturing using the Curv process, it could have a material adverse effect on our net sales and profitability.

However, we believe that Lankhorst's claims are without basis in fact, and that we have a strong case for sole ownership of the patents. We have been advised by our legal counsel that we have good arguments in support of our position. We are currently litigating this matter in the Dutch courts. We have not made a provision for the litigation as Lankhorst has not specified any particular amount of damages and we believe that potential damages are too speculative at this early stage in the litigation to be quantifiable. Our patent applications relating to the process we use to manufacture the outer shell of our Cosmolite luggage have been stayed pending the resolution of this litigation. We have continued to use the process that is being disputed by Lankhorst pending the results of the litigation with Lankhorst. No injunction against our use of the process has been sought or granted. We have been advised by our legal counsel that, in the absence of such an injunction, there is no legal bar to the continued use of the process while the litigation is pending. See "*Risk Factors—Risks Relating To Our Business—Our efforts to protect our intellectual property by registering patents and trademarks with the relevant authorities and to avoid infringing on the intellectual property rights of others may not be successful, which could affect the reputation of our brands and our net sales and profitability.*"

## THE GLOBAL OFFERING

The Global Offering comprises:

(a) the Hong Kong Public Offering of 67,123,800 New Shares (subject to adjustment) for subscription by the public in Hong Kong; and

(b) the International Offering of an aggregate of 604,111,800 Shares (comprising 53,976,205 New Shares and 550,135,595 Sale Shares and subject to adjustment and the Over-allotment Option) outside the United States (including to professional and institutional investors within Hong Kong) in offshore transactions in reliance on Regulation S, and in the United States only to QIBs in reliance on Rule 144A or any other available exemption from registration under the US Securities Act.

## SUMMARY COMBINED FINANCIAL INFORMATION

The following is a summary of our combined financial information as of and for the years ended December 31, 2008, 2009 and 2010, extracted from the Accountants' Report set out in Appendix I.

The results were prepared on the basis of presentation as set out in the Accountants' Report. The summary combined financial information should be read in conjunction with the combined financial statements set out in the Accountants' Report, including the related notes.

## Combined Income Statements

| | Year ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2008 | | 2009 | | 2010 | |
| | *US$'000* | *% of net sales* | *US$'000* | *% of net sales* | *US$'000* | *% of net sales* |
| Net sales | 1,249,565 | 100.0 | 1,029,374 | 100.0 | 1,215,307 | 100.0 |
| Cost of sales | 625,379 | 50.0 | 513,824 | 49.9 | 525,628 | 43.3 |
| **Gross profit** | **624,186** | **50.0** | **515,550** | **50.1** | **689,679** | **56.7** |
| Distribution expenses | 396,142 | 31.7 | 318,240 | 30.9 | 319,621 | 26.3 |
| Marketing expenses | 67,642 | 5.4 | 44,045 | 4.3 | 102,453 | 8.4 |
| General and administrative expenses | 116,112 | 9.3 | 121,341 | 11.8 | 97,096 | 8.0 |
| Impairment of goodwill(1) | 969,787 | 77.6 | — | — | — | — |
| Impairment of other intangible assets and fixed assets(2) | 458,999 | 36.7 | 7,216 | 0.7 | 115 | — |
| Reversal of impairment of other intangible assets and fixed assets(3) | — | — | (19,800) | (1.9) | (379,941) | (31.3) |
| Restructuring charges(4) | 12,390 | 1.0 | 65,102 | 6.3 | 4,348 | 0.4 |
| Other expenses | 578 | — | 14,097 | 1.4 | 2,385 | 0.2 |
| **Operating profit/(loss)** | **(1,397,464)** | **(111.8)** | **(34,691)** | **(3.4)** | **543,602** | **44.7** |
| Finance income | 3,671 | 0.3 | 943 | 0.1 | 1,647 | 0.1 |
| Finance costs | (177,894) | (14.2) | (118,977) | (11.6) | (30,660) | (2.5) |
| Gain on debt and equity restructuring(5) | — | — | 1,289,897 | 125.3 | — | — |
| **Profit / (loss) before income tax** | **(1,571,687)** | **(125.8)** | **1,137,172** | **110.5** | **514,589** | **42.3** |
| Income tax (expense) benefit | 147,671 | 11.8 | 72,163 | 7.0 | (147,775) | (12.2) |
| **Profit / (loss) for the year** | **(1,424,016)** | **(114.0)** | **1,209,335** | **117.5** | **366,814** | **30.2** |
| Profit / (loss) attributable to equity holders | (1,433,733) | | 1,202,433 | | 355,022 | |
| Profit / (loss) attributable to non-controlling interests | 9,717 | | 6,902 | | 11,792 | |
| Profit / (loss) for the year | (1,424,016) | | 1,209,335 | | 366,814 | |

*Notes:*

(1) As a result of the global economic downturn, we determined that the carrying amount of our goodwill as of December 31, 2008 exceeded its recoverable amount in each of our regions, and we recognized an impairment reflecting the difference in 2008. See "*Financial Information—Significant Factors Affecting Our Results of Operations—Goodwill, Other Intangible Assets and Fixed Assets*", "*Financial Information—Description of Selected Income Statement Line Items—Impairment of Goodwill*", "*Financial Information—Results of Operations—Impairment of Goodwill*" and "*Financial Information—Critical Accounting Policies—Impairment—Nonfinancial Assets*".

(2) As a result of the global economic downturn, we determined that the carrying amounts of certain intangible assets and certain fixed assets as of December 31, 2008 exceeded their respective recoverable amounts, and in 2008, we recognized an impairment reflecting the aggregate difference. In 2009, we recognized an impairment of certain fixed assets that was related to retail store closures. See "*Financial Information—Significant Factors Affecting Our Results of Operations—Goodwill, Other Intangible Assets and Fixed Assets*", "*Financial Information—Description of Selected Income Statement Line Items—Impairment / (Reversal of Impairment) of Intangible Assets and Fixed Assets*", "*Financial Information—Results of Operations—Impairment / (Reversal of Impairment) of Intangible Assets and Fixed Assets*" and "*Financial Information—Critical Accounting Policies—Impairment—Nonfinancial Assets*".

(3) In accordance with IFRS, impairment losses recognized in prior periods are assessed at the year-end reporting date and may be reversed if there is an indication that such losses decreased or ceased to exist. In 2009 and 2010, we recognized reversals of impairments previously recorded in 2008. See "*Financial Information—Significant Factors Affecting Our Results of Operations—Goodwill, Other Intangible Assets and Fixed Assets*", "*Financial Information—Description of Selected Income Statement Line Items—Impairment / (Reversal of Impairment) of Intangible Assets and Fixed Assets*", "*Financial Information—Results of Operations—Impairment / (Reversal of Impairment) of Intangible Assets and Fixed Assets*" and "*Financial Information—Critical Accounting Policies—Impairment—Nonfinancial Assets*".

(4) Restructuring charges consist of costs incurred in connection with our efforts to optimize our cost structure. See "*Financial Information—Description of Selected Income Statement Line Items—Restructuring Charges*", "*Financial Information—Results of Operations—Restructuring Charges*" and "*Financial Information—Critical Accounting Policies—Provisions and Contingent Liabilities*".

(5) In 2009, we recognized a gain in connection with the restructuring of our then-existing debt and capital structure. This gain represented the difference between (i) the carrying amount of the extinguished debt and (ii) the sum of the fair value of the newly issued debt and the fair value of the newly issued shares, less the related transaction costs. See "*Financial Information—Significant Factors Affecting Our Results of Operations—Gain on Debt and Equity Restructuring*", "*Financial Information—Description of Selected Income Statement Line Items—Gain on Debt and Equity Restructuring*" and "*Financial Information—Results of Operations—Gain on Debt and Equity Restructuring*".

## Other Financial Data

### *Adjusted Net Income*

| | Year ended December 31, | | |
|---|---|---|---|
| | 2008 | 2009 | 2010 |
| | *US$'000* | *US$'000* | *US$'000* |
| **Adjusted Net Income** | **129,879** | **61,654** | **105,566** |

The following table presents the reconciliation from our profit/(loss) for the year to Adjusted Net Income, which is a non-IFRS measure, for 2008, 2009 and 2010.

| | Year ended December 31, | | |
|---|---|---|---|
| | 2008 | 2009 | 2010 |
| | *US$'000* | *US$'000* | *US$'000* |
| **Profit/(loss) for the year** | **(1,424,016)** | **1,209,335** | **366,814** |
| Profit/(loss) attributable to non-controlling interests | 9,717 | 6,902 | 11,792 |
| **Profit/(loss) attributable to the equity holders** | **(1,433,733)** | **1,202,433** | **355,022** |
| *(Plus) / Minus* | | | |
| *Gain on debt and equity restructuring* | — | *1,289,897* | — |
| *Impairment of goodwill* | *(969,787)* | — | — |
| *(Impairment) / reversal of impairment of intangible assets and fixed assets* | *(458,999)* | *12,584* | *379,826* |
| *Restructuring charges* | *(12,390)* | *(65,102)* | *(4,348)* |
| *Change in fair value of put options* | *(712)* | *316* | *(8,788)* |
| *Depreciation not recognized on impaired assets*[(1)] | — | *18,467* | *13,064* |
| *Amortization not recognized on impaired assets*[(2)] | — | *4,107* | *4,080* |
| *Amortization of intangible assets*[(3)] | *(8,447)* | *(8,661)* | *(8,489)* |
| *Expenses related to current debt structure*[(4)] | *(157,627)* | *(107,888)* | *(22,255)* |
| *Tax adjustments* | *44,350* | *(2,941)* | *(103,634)* |
| **Adjusted Net Income**[(5)] | **129,879** | **61,654** | **105,566** |

*Notes:*

(1) Depreciation that we would have recognized in 2009 and 2010 but for the impairment of certain fixed assets recorded in 2008 (see "*Financial Information—Significant Factors Affecting Our Results of Operations—Goodwill, Other Intangible Assets and Fixed Assets*").

(2) Amortization that we would have recognized but for the impairment of certain intangible assets (other than goodwill) recorded in 2008 (see "*Financial Information—Significant Factors Affecting Our Results of Operations—Goodwill, Other Intangible Assets and Fixed Assets*").

(3) Amortization of intangible assets above represents the sum of (i) amortization that we recognized and (ii) amortization that we would have recognized but for the impairment of certain intangible assets (other than goodwill). These charges relate to the amortization of other intangible assets with finite useful lives that were recognized in conjunction with the acquisition by CVC in 2007, and that do not relate to assets invested in on an ongoing basis. We believe that this figure enables investors to better understand our amortization charge going forward, since such charge will increase from 2010 levels as a result of reversals of impairment of intangible assets.

(4) The following table sets forth a breakdown of expenses related to current debt structure:

| | Year ended December 31, | | |
|---|---|---|---|
| | 2008 | 2009 | 2010 |
| | *US$'000* | *US$'000* | *US$'000* |
| Interest expense on debt facility | (126,295) | (75,819) | (13,545) |
| Interest expense on shareholder loan | (30,645) | (13,009) | — |
| Amortization of debt issue costs and premium on debt | (7,317) | (3,283) | — |
| Unrealized (loss) / gain on foreign translation of debt | 22,387 | (15,777) | (8,710) |
| Change in fair value of interest rate swap agreements | (15,757) | — | — |
| **Total expenses related to current debt structure** | **(157,627)** | **(107,888)** | **(22,255)** |

(5) Represents Adjusted Net Income attributable to the equity holders of the Company.

Excluding the contributions attributable to the Lacoste and Timberland licensing agreements (see "*Financial Information—Results of Operations—Adjusted Net Income*"), our Adjusted Net Income in 2010 was US$86.5 million.

### *Adjusted EBITDA*

| | Year ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2008 | | 2009 | | 2010 | |
| | *US$'000* | *% of net sales* | *US$'000* | *% of net sales* | *US$'000* | *% of net sales* |
| **Adjusted EBITDA** | **121,826** | **9.7** | **56,222** | **5.5** | **191,941** | **15.8** |

The following table presents the reconciliation from our profit/(loss) for the year to Adjusted EBITDA, which is a non-IFRS measure, for 2008, 2009 and 2010.

| | Year ended December 31, | | |
|---|---|---|---|
| | 2008 | 2009 | 2010 |
| | *US$'000* | *US$'000* | *US$'000* |
| **Profit / (loss) for the year** | **(1,424,016)** | **1,209,335** | **366,814** |
| *(Plus) / Minus:* | | | |
| *Income tax (expense) / benefit* | *147,671* | *72,163* | *(147,775)* |
| *Finance costs* | *(177,894)* | *(118,977)* | *(30,660)* |
| *Finance income* | *3,671* | *943* | *1,647* |
| *Depreciation* | *(37,428)* | *(18,057)* | *(16,335)* |
| *Amortization* | *(8,447)* | *(4,554)* | *(4,409)* |
| **EBITDA** | **(1,351,589)** | **1,277,817** | **564,346** |
| *(Plus) / Minus:* | | | |
| *Gain on debt and equity restructuring* | — | *1,289,897* | — |
| *Restructuring charges* | *(12,390)* | *(65,102)* | *(4,348)* |
| *(Impairment) / reversal of impairment of intangible assets and fixed assets* | *(458,999)* | *12,584* | *379,826* |
| *Impairment of goodwill* | *(969,787)* | — | — |
| *Share-based compensation* | — | *(1,273)* | *(600)* |
| *Charge for inventory acquired in business combination* | *(20,640)* | — | — |
| *Other adjustments[1]* | *(11,599)* | *(14,511)* | *(2,473)* |
| **Adjusted EBITDA** | **121,826** | **56,222** | **191,941** |
| **Adjusted EBITDA margin as a percentage of net sales** | **9.7%** | **5.5%** | **15.8%** |

*Note:*

(1) The following table sets forth a breakdown of other adjustments:

| | Year ended December 31, | | |
|---|---|---|---|
| | 2008 | 2009 | 2010 |
| | *US$'000* | *US$'000* | *US$'000* |
| Restructuring expense (included in cost of sales) | (8,212) | — | — |
| Realized hedge gain / (loss) | 2,697 | (298) | (94) |
| Information technology training | (5,385) | (514) | — |
| Other expenses (in our combined income statements)* | (578) | (14,097) | (2,385) |
| Other | (121) | 398 | 6 |
| **Other adjustments** | **(11,599)** | **(14,511)** | **(2,473)** |

* See "Financial Information—Results of Operations—Other expenses."

Excluding the effects attributable to the Lacoste and Timberland licensing arrangements in 2010 (see "*Financial Information—Results of Operations—Adjusted EBITDA*"), our Adjusted EBITDA in 2010 was US$167.2 million.

The following table sets forth a breakdown of Adjusted EBITDA and Adjusted EBITDA margin by region for 2008, 2009 and 2010. For a reconciliation from profit / (loss) for the year to Adjusted EBITDA for each region for 2008, 2009 and 2010, see "*Financial Information—Results of Operations—Adjusted EBITDA.*"

| | Year ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2008 | | 2009 | | 2010 | |
| | *US$'000* | *% of region's net sales* | *US$'000* | *% of region's net sales* | *US$'000* | *% of region's net sales* |
| Region: | | | | | | |
| Asia | 58,119 | 20.6 | 50,095 | 17.9 | 80,064 | 19.8 |
| Europe | 70,897 | 13.8 | 40,180 | 10.4 | 72,862 | 17.9 |
| North America | 3,083 | 0.9 | 4,121 | 1.5 | 39,834 | 13.1 |
| Latin America | 13,803 | 14.4 | 2,351 | 3.2 | 12,107 | 13.6 |
| Corporate | (24,076) | | (40,525) | | (12,926) | |
| **Adjusted EBITDA** | **121,826** | **9.7** | **56,222** | **5.5** | **191,941** | **15.8** |

## Combined Statements of Financial Position

| | As of December 31, | | |
|---|---|---|---|
| | 2008 | 2009 | 2010 |
| | *US$'000* | *US$'000* | *US$'000* |
| **Non-current assets** | | | |
| Property, plant and equipment, net | 56,504 | 49,290 | 124,782 |
| Goodwill | 153,212 | 153,212 | 153,212 |
| Other intangible assets, net | 303,580 | 318,711 | 628,296 |
| Deferred tax assets | 28,599 | 35,897 | 20,791 |
| Other assets and receivables | 14,979 | 14,476 | 15,393 |
| **Total non-current assets** | **556,874** | **571,586** | **942,474** |
| **Current assets** | | | |
| Inventories | 198,206 | 113,227 | 222,704 |
| Trade and other receivables, net | 136,067 | 119,398 | 146,142 |
| Prepaid expenses and other assets | 53,385 | 44,626 | 67,883 |
| Cash and cash equivalents | 86,913 | 290,533 | 285,798 |
| **Total current assets** | **474,571** | **567,784** | **722,527** |
| **Total assets** | **1,031,445** | **1,139,370** | **1,665,001** |
| **Equity/(equity deficiency)** | | | |
| Capital and reserves: | | | |
| Share capital | — | 22,200 | 22,214 |
| Reserves | (1,447,818) | 369,337 | 717,994 |
| **Equity/(equity deficiency) attributable to equity holders** | **(1,447,818)** | **391,537** | **740,208** |
| Non-controlling interests | 15,694 | 17,113 | 22,644 |
| **Total equity/(equity deficiency)** | **(1,432,124)** | **408,650** | **762,852** |
| **Non-current liabilities** | | | |
| Loans and borrowings | 1,669 | 251,841 | 246,709 |
| Employee benefits | 101,143 | 99,761 | 77,124 |
| Non-derivative financial instruments | 8,382 | 8,656 | 18,652 |
| Deferred tax liabilities | 110,751 | 27,491 | 135,779 |
| Other liabilities | 33,701 | 7,564 | 7,122 |
| **Total non-current liabilities** | **255,646** | **395,313** | **485,386** |
| **Current liabilities** | | | |
| Loans and borrowings | 1,425,319 | 14,199 | 12,032 |
| Shareholder loan | 487,419 | — | — |
| Employee benefits | 29,946 | 32,969 | 38,777 |
| Trade and other payables | 207,446 | 259,066 | 330,511 |
| Derivative financial instruments | 36,145 | — | — |
| Current tax liabilities | 21,648 | 29,173 | 35,443 |
| **Total current liabilities** | **2,207,923** | **335,407** | **416,763** |
| **Total liabilities** | **2,463,569** | **730,720** | **902,149** |
| **Total equity/(equity deficiency) and liabilities** | **1,031,445** | **1,139,370** | **1,665,001** |
| **Net current assets/(liabilities)** | **(1,733,352)** | **232,377** | **305,764** |
| **Total assets less current liabilities** | **(1,176,478)** | **803,963** | **1,248,238** |

### Summary Combined Cash Flow Statements

| | Year ended December 31, | | |
|---|---|---|---|
| | 2008 | 2009 | 2010 |
| | *US$'000* | *US$'000* | *US$'000* |
| Net cash generated from (used in) operating activities | (76,026) | 42,410 | 34,441 |
| Net cash generated from (used in) investing activities | (33,703) | (14,662) | (29,515) |
| Net cash generated from (used in) financing activities | (18,139) | 149,217 | (25,966) |
| **Net increase (decrease) in cash and cash equivalents** | **(127,868)** | **176,965** | **(21,040)** |
| Cash and cash equivalents, at January 1 | 223,692 | 86,913 | 290,533 |
| Effect of exchange rate changes on cash and cash equivalents | (8,911) | 26,655 | 16,305 |
| **Cash and cash equivalents, at December 31** | **86,913** | **290,533** | **285,798** |

### PROFIT FORECAST FOR THE YEAR ENDING DECEMBER 31, 2011

On the bases and assumptions set out in "*Appendix III—Profit Forecast*" and, in the absence of unforeseen circumstances, certain profit forecast data of the Group for the year ending December 31, 2011 are set out below:

| | |
|---|---|
| Forecast Profit attributable to the equity holders of the Company for the year ending December 31, 2011[(1)] | Not less than US$64.2 million |
| Unaudited forecast earnings per Share on a pro forma basis[(2)] | Not less than US$0.05 |

*Notes:*

(1) Our forecast profit attributable to the equity holders of the Company for the year ending December 31, 2011 ("**Forecast Profit**") is extracted from Appendix III. The bases and assumptions on which the above Forecast Profit has been prepared are summarized in Appendix III. The Directors have prepared the Forecast Profit based on the unaudited combined results based on the management accounts of the Group for the three months ended March 31, 2011 and a forecast of the combined results of the Group for the remaining nine months ending December 31, 2011. The Forecast Profit has been prepared on a basis consistent in all material respects with the accounting policies currently adopted by the Group as set out in Note 3 of Section C of the Accountants' Report, the text of which is set out in Appendix I.

(2) The unaudited forecast earnings per Share on a pro forma basis is calculated by dividing the Forecast Profit attributable to the equity holders of the Company for the year ending December 31, 2011 by 1,407,137,004 Shares as if such Shares had been in issue on January 1, 2011. The number of Shares used in this calculation is based on the Shares in issue upon the completion of the 2011 Reorganization and the Global Offering. See Appendix II.

In order to enable investors to compare our Forecast Profit attributable to equity holders for the year ended December 31, 2011 ("**Forecast Profit**") with the Adjusted Net Income, which we have presented for the Track Record Period (see "*Financial Information—Results of Operations—Adjusted Net Income.*"), we set out below a number of non-cash costs and charges reasonably expected to be incurred in 2011, which have been included in the calculation of Forecast Profit, as required under IFRS. We believe that setting out these costs and charges helps investors to better evaluate the underlying profitability of the business in 2011:

- non-cash expenses related to the maintenance and subsequent settlement of our current debt structure of US$32.5 million (or US$26.4 million after estimated tax adjustments);

- non-cash charge related to the amortization of intangible assets (including customer relationships and leasehold rights) of US$8.3 million (or US$5.8 million after estimated tax adjustments); and

- non-cash charge related to a change in fair value of put options related to the Company's majority-owned subsidiaries of US$2.9 million.

Similar to the approach adopted in arriving at profit/(loss) for the year for the Track Record Period in the historical combined income statements on page 11 of this Prospectus, the Forecast Profit has been arrived at after the deduction of the above items. These items are added back in arriving at the Adjusted Net Income for the Track Record Period.

Our Forecast Profit shown above has also been stated after deduction of estimated IPO transaction costs of US$23.7 million.

## GLOBAL OFFERING STATISTICS

| | Based on an Offer Price of HK$17.50 | Based on an Offer Price of HK$13.50 |
|---|---|---|
| Market capitalization of the Shares (in millions)(1) . . . . . . . | HK$24,625 | HK$18,996 |
| Unaudited pro forma adjusted net tangible assets per Share(2) . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | HK$1.09 | HK$0.75 |

*Notes:*

(1) The calculation of the market capitalization of the Shares is based on the assumption that 1,407,137,004 Shares will be in issue and outstanding immediately following the completion of the Global Offering.

(2) The unaudited pro forma adjusted net tangible assets per Share has been arrived at after the adjustments referred to in the section headed "*Unaudited Pro Forma Financial Information*" in Appendix II and on the basis that 1,407,137,004 Shares will be in issue immediately following the completion of the Global Offering.

## FUTURE PLANS

Please see *"Business—Our Strategy"* for a description of the future plans of the Group.

## USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK$1,381,555,328 (assuming an Offer Price of HK$13.50, being the low-end of the indicative Offer Price range), after deducting the underwriting fees and commissions (assuming the full payment of the discretionary fee) and estimated expenses payable by us in relation to the Global Offering.

We intend to use the net proceeds we will receive from the Global Offering for the following purposes:

- approximately 100 percent of our net proceeds will be used to repay our existing debt as follows:

  - approximately HK$134,475,482 (10 percent of our net proceeds) towards partial repayment of Facility B (the remaining US$204,322,607, approximately HK$1,590,308,230, will be repaid using the Group's existing cash reserves);

- approximately HK$460,407,726 (33 percent of our net proceeds) for the repayment in full of the ABL Term Facility;
- approximately HK$599,808,228 (43 percent of our net proceeds) for the repayment in full of the A Loan Notes; and
- approximately HK$186,863,892 (14 percent of our net proceeds) for the repayment in full of the B Loan Notes.

The Company intends to use HK$1,590,308,230 towards the partial repayment of Facility B regardless of the final Offer Price. If the Offer Price is at the mid-point of the indicative Offer Price range, the Company estimates it will receive net proceeds from the Global Offering of approximately HK$1,615,864,462, after deducting the underwriting fees and commissions (assuming the full payment of the discretionary fee) and estimated expenses payable by the Company in relation to the Global Offering, and the Company will allocate approximately HK$234,309,134 for working capital and general corporate purposes. If the Offer Price is at the high end of the indicative Offer Price range, the Company will allocate HK$468,618,267 for working capital and general corporate purposes. The Company will therefore have sufficient cash to repay its existing debt (being Facility B, the ABL Facility, the A Loan Notes and the B Loan Notes) on completion of the Global Offering regardless of the Offer Price. To the extent that proceeds are not used immediately for the purposes stated, they will be invested in short term demand deposits and/or money market instruments.

Please see *"Future Plans and Use of Proceeds"* for further details. For details of Facility B and the ABL Term Facility please see the section headed "*Financial Information—Credit Facilities*". For details of the A Loan Notes and the B Loan Notes please see "*History and Reorganization—Our 2011 Corporate Structure*."

## DIVIDEND AND DISTRIBUTION POLICY

We will evaluate our distribution policy and distributions made (by way of dividend or otherwise) in any particular year in light of our financial position, the prevailing economic climate and expectations about the future macroeconomic environment and business performance. We intend to maintain a progressive dividend policy. The determination to make distributions will be made at the discretion of the Board and will be based upon our earnings, cash flow, financial conditions, capital and other reserve requirements and any other conditions which the Board deems relevant. The payment of distributions may also be limited by legal restrictions and by financing agreements that we may enter into in the future. We did not make any distributions during the Track Record Period.

Our ability to make distributions on the Shares is also subject to the requirements of the Luxembourg Companies Law, including the approval of Shareholders as applicable. As substantially all of our operations are conducted through our operating subsidiaries internationally, the ability of these subsidiaries to make dividend and other payments to us may be restricted by a number of factors, including various laws and regulations to which those subsidiaries are subject. Therefore, unless and until we pay cash distributions on the Shares, any return or gain on your investment in the Shares will come from an appreciation in value, if any, of such Shares, to the extent reflected by an increase in their market price.

Our ability to make distributions is subject to our having sufficient distributable reserves as determined in accordance with Luxembourg Generally Accepted Accounting Principles. There may be differences between Luxembourg Generally Accepted Accounting Principles and IFRS.

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 (the "**Ad Hoc Reserve**") by effecting a reduction of capital. The Company intends to utilize the Ad Hoc Reserve to pay distributions to Shareholders. Any distribution out of the Ad Hoc Reserve paid by the Company to its Shareholders or any share capital reduction will not be considered, as a withholding tax event (whether as a profit distribution or otherwise) for Luxembourg income tax or withholding tax purposes provided that sound economic reasons exist for such distribution. Distributions or reductions of share capital that are: (i) made or deemed to be made out of the Company's profits or reserves; or (ii) not justified by sound economic reasons regardless of whether or not the Ad Hoc Reserve has been exhausted would be deemed to be a dividend for withholding tax purposes and would therefore be subject to 15 percent withholding tax save where the applicable rate is reduced by the application of a double tax treaty or exempt under the LITL. See "*Appendix IV—Taxation—Luxembourg Taxation—Luxembourg Taxation of the Shareholders*" for further details.