In addition to other information in this Prospectus, you should carefully consider the following risk factors before making any investment decision in relation to the Offer Shares, which may not be typically associated with investing in equity securities of companies from other jurisdictions. If any of the possible events described below occur, our business, financial condition or results of operations could be materially and adversely affected and the market price of the Offer Shares could fall significantly.

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.

We currently derive substantially all (89 percent in 2010) of our net sales from sales of our *Samsonite* and *American Tourister* brand products. The strength of these brands is based on their reputation for providing high-quality, durable, functional and innovative luggage solutions and is reinforced by our cohesive, promotional brand messaging. Our continued success and growth depend upon our ability to protect and promote our *Samsonite* and *American Tourister* brands in our existing markets and key growth markets. Product defects, counterfeit products and ineffective promotional activity are all potential threats to the strength of our brands. If we fail to successfully protect and promote our *Samsonite* and *American Tourister* brands, the market perception of these brands may deteriorate, and we may not be able to maintain our current prices and/or sales volumes or employ these brands to introduce new products or enter new markets or product categories, which could adversely affect our sales and 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.

The success of our business in each of the regions in which we operate is dependent on our ability to identify the key product and market trends in those regions and then to design and bring to market in a timely manner products that satisfy the current preferences of a broad range of consumers in each respective region (either by enhancing existing products or by developing new product offerings). Consumer preferences differ across and within each of our operating regions, and shift over time in response to changing aesthetics, means of travel and economic circumstances. There can be no assurance that we will anticipate or respond to changes in consumer preferences in one or more of our operating regions, and, even if we do anticipate and respond to such changes, there can be no assurance that we will bring to market in a timely manner enhanced or new products that meet these changing preferences. If we fail to anticipate or respond to changes in consumer preferences or fail to bring to market in a timely manner products that satisfy new preferences, while our competitors are able to meet these preferences in a timely manner, our market share and our net sales and profitability could be adversely affected.

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

We are focused on growing our core brands, *Samsonite* and *American Tourister*, in each of our four regions and have experienced a significant increase in sales since September 2009.

Our ability to maintain this sales growth is dependent on the success of our growth strategies in each of our regions. These strategies include expanding our product offerings so as to exploit opportunities for expansion within key growth markets (including Asia and Latin America), as well as increasing our market share in the more mature European and North American markets. There can be no assurance that our expanded product offerings will be successful or that our efforts to increase our market share within our key growth markets will drive sales growth. If we are not able to implement our growth strategies effectively we may be unable to sustain our recent sales growth, which could adversely impact our profitability.

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.

While our focus historically has been on the travel luggage market, we are increasingly investing in the business and casual bags categories. In order to take advantage of the growth opportunities presented by these categories, we have recently expanded our offering of business and casual products, which represented only 9.1 percent and 8.0 percent, respectively, of our sales in 2010, and we are devoting management time, design resources and advertising budget to developing and marketing successful business and casual product lines. However, there is no guarantee that our attempts to expand into the business and casual bag categories will be successful. To the extent that these products are not successful, our growth strategy may be negatively impacted, resulting in reduced potential future sales as well as potential dilution to the strength of our brands.

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.

Suppliers located in China manufacture or supply a significant percentage of our outsourced production capacity. In 2010, among our suppliers, Chinese suppliers were responsible for manufacturing approximately 84 percent of our products (measured in terms of US dollar value). As our Chinese suppliers have increased their costs in recent years in response to the rising costs of raw materials and labor, as well as appreciation of the RMB, we have outsourced some of our production capacity to suppliers in Vietnam, Thailand, India and Bangladesh. In the future, we expect that the costs of raw materials and labor for most, if not all, of our suppliers will continue to increase, and, as a result, it may become increasingly difficult for us to maintain the product margins achieved in previous years. In order to maintain our current margins, we may be required either to increase our pricing or to source production capacity elsewhere. If we increase our price points, we could lose market share if our competitors are able to maintain theirs. On the other hand, as we seek out new suppliers with lower costs, it may be difficult to find suppliers that meet our requirements, in terms of quality, capacity, social compliance standards and/or technical capability, which could affect our production capacity and our ability to meet customer demand. In either instance, our business and results of operations could be adversely affected.

Our restructuring in September 2009 could adversely affect our ability to obtain external financing.

In September 2009, we entered into a restructuring of a significant portion of our outstanding indebtedness (see "*Financial Information—Significant Factors Affecting Our Results of*

Operations—Gain on Debt and Equity Restructuring”), as a result of which we significantly reduced our financial indebtedness in our combined statement of financial position. Although we do not anticipate the need for significant external financing going forward, the pursuit of certain activities or strategies may at some point be dependent upon our ability to obtain external financing. However, following the above-mentioned restructuring, there can be no assurance that we will be able to obtain such financing, which could adversely effect our business and results of operations.

Fluctuations in interest rates could adversely affect our ability to obtain external financing.

Although we do not anticipate the need for significant external financing going forward, we may be required to obtain external financing in the longer term. However, conditions in the credit market (such as fluctuations in interest rates) may make it difficult for us to obtain such financing on attractive terms or even at all. If we are not able to obtain external financing at all in the longer term, we may not be able to pursue certain activities or strategies that we wish to pursue, which could have a material adverse effect on our business and results of operations.

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 position as the largest luggage company in the world by retail sales depends on our ability to maintain effective sales and distribution channels in each of the markets in which we operate. We make use of a variety of distribution channels, including factory outlet retail stores, high street retail stores, wholesale distributors such as department stores, shop-in-shop, mass merchants and our website. This network of distribution channels enables us to efficiently reach consumers at a variety of points of sale. The effectiveness of our sales and distribution channels depends on our ability to manage our inventory effectively so as to ensure that our most sought-after products are available in sufficient quantities at various points of sale and thereby prevent lost sales. If we were not able to maintain our sales and distribution channels, either because of untimely deliveries or otherwise, or if we are not able to effectively manage our inventory, we could experience a decline in sales, as well as reduced market share, as consumers may decide to purchase competitor products that are more easily obtainable. The failure to deliver our products to certain wholesale distributors (such as department stores) in accordance with our delivery schedules could result in these distributors imposing financial penalties on us and may impair our ability to use the distribution channels provided by such distributors. Consequently, our net sales, profitability and the implementation of our growth strategy could be adversely affected.

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 order to protect our technical innovations and original designs and to preserve the reputation of our primary brands and key product lines worldwide, we have filed and will continue to file applications for both patents and trademarks. As of April 30, 2011, approximately 130 utility patents, which protect technical innovation, had been issued to us with another 79 utility patents pending in 32 countries; approximately 785 design patents, which protect original design, had been issued to us with another 103 design patents pending in 39 countries; and 1,850 trademarks had been registered to us with another 291 trademark applications filed in 128 countries. The loss of some or all of the protection afforded by our patents could make it easier for other companies to enter our markets and compete against us by eroding our ability to differentiate our products. In addition, occurrences of counterfeiting and imitation with respect to our products, in violation of our registered trademarks, could negatively impact our reputation and our brand names and could, in turn, lead to a loss of consumer confidence in our brands. As a result, the loss of patent protection, the inability to register our intellectual property and/or trademark infringement could adversely 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.. The grant of these patents has been stayed pending the resolution of this litigation. Lankhorst claims that it should be granted sole, or at least co-, ownership of the relevant patents, as well as unspecified damages based on breach of contract and tort claims. Although we believe that our claims for sole ownership of these patents are strong, there can be no assurance that the court will reach this decision. If we were compelled to share ownership of these patents with Lankhorst, they 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. 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.

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, though there can be no assurance that we would be able to develop such a material or process or that it would be accepted by the market. The award of partial or sole ownership of the patents to Lankhorst could have a material adverse effect on our net sales and profitability. Please see "*Business—Legal and Regulatory Matters—Litigation—The Lankhorst Matter*."

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

We generate sales in over 100 countries in practically every region of the world. Although our businesses operate in a number of functional currencies, including, among others, the US dollar, the Euro, the Chinese RMB, the Indian rupee, the Korean won, the Hong Kong dollar and the Japanese yen, most of the finished goods for each of our businesses are effectively purchased in US dollars while net sales are generated in local currencies. Although we use derivatives to hedge exposures to foreign currency risk, fluctuations in the value of the US dollar against our businesses' respective functional currencies could affect the margins of those businesses. Consequently, fluctuations in the value of the US dollar against the currencies in which our businesses' generate revenues could adversely affect our gross margin and profitability. Please see Notes 22(c) and 22(d) to the Accountants' Report set out in Appendix I for further details.

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.

Although we outsource over 90 percent of our production capacity to third-party suppliers, we have retained in-house manufacturing capabilities, and we manufacture certain key hard-side luggage products, such as Cosmolite, in-house, where it is important that we maintain control over our technologies and processes. As a producer of hard-side luggage, we have a high demand for certain component parts used in its manufacture, including the main shell composite, the lining material, the handles and wheels, locks and zippers. We currently source these component parts directly or indirectly from a number of different suppliers. In some cases, we are dependant on sole source suppliers; most importantly for the supply of the Curv material that we use to form the outer shell of our Cosmolite and Cubelite hard-side luggage. Any disruption in the supply of Curv material could force us to halt production of these leading products until additional Curv material can be sourced, leading to delays in delivery and lost sales. The ongoing success of our current business and the successful implementation of our growth strategies are dependent on a stable and adequate supply of the above-listed component parts, which may be subject to shortages or delays in delivery. If we were unable to source the necessary component parts at competitive prices, or in sufficient quantity, we may not be able to meet consumer demand for our hard-side luggage, resulting in loss of sales and market share, which could have an adverse effect on our 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 outsource more than 90 percent of our production capacity to third-party suppliers located in China, Vietnam, Thailand, India and Bangladesh. At any time, we may be utilizing a mix of approximately 100 different suppliers for soft-side luggage, hard-side luggage, casual bags, business bags and travel accessories, and we constantly evaluate new suppliers. We conduct substantial investigations into our potential third-party suppliers, including on-site visits, to ensure that they meet our quality, cost, lead time, capacity and social compliance requirements, and once we have enlisted the services of a particular supplier, through various levels of oversight we monitor the quality of such supplier's work and aim to ensure not only that such supplier completes its project(s) on time but also that the finished products match the approved sample. However, there can be no assurance that our suppliers will be able to deliver, in a timely and cost-effective manner, products that meet our quality standards, which could result in damage to our customer relationships, lost sales and reduced market share and, consequently, could have an adverse effect on our 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.

We source the substantial majority of our products from manufacturing facilities in Asia. Our products are transported from these manufacturing facilities to central distribution centers owned or leased by us, before being distributed onwards to our wholesalers and end-customers. Our European and North American businesses have both consolidated their systems of warehouses and distribution centers into central facilities. In Europe, we rely on the European Distribution Center, located at Oudenaarde, Belgium, while in North America we rely on the Jacksonville Distribution Center. We are significantly reliant on these two facilities for inventory management and the on-time and accurate distribution of our products to customers in these two regions. In Asia, we rely on a broader network of warehouses and distribution centers, coordinated by the Asian distribution center in Shenzhen, China. We also rely on third-party logistics companies for the distribution and transportation of our products, whether by road, rail or ship. Disruption to our distribution centers or disruptions to these third-party logistics companies, whether as a result of natural disasters, adverse weather conditions, work stoppage, accident or other events beyond our control, could result in significant damage to our distribution infrastructure, delayed or lost deliveries, or damaged goods, which could affect our reputation and profitability, as well as 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 seek to ensure that all new and existing third-party suppliers abide by our social compliance policy, which prohibits the use of forced labor and child labor and other human rights violations, and that such suppliers also comply with the relevant local regulations. We have a social compliance auditor who visits third-party suppliers on a regular basis and audits their compliance with our social compliance policy. Despite this oversight, there can be no assurance that we will discover whether our third-party suppliers are violating our social compliance policy. If any of our suppliers is found to be in violation of our social compliance policy and fails to remedy the violation, we would cease to outsource production capacity to such supplier, and we may be required to re-direct outstanding purchase orders with that supplier to other suppliers, which could temporarily limit our production capacity and increase our costs and, consequently, result in lost sales, reduced market share and reduced profitability. In addition, we could experience significant damage to our reputation and brand image, which could also have an adverse effect on our net sales and profitability.

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.

As a global business, we rely on a number of information technology systems in order to manage our business efficiently and effectively. We use the SAP Enterprise Resource Planning system ("**SAP**") across all of our North American, European and some Asian operations to manage inventory and sourcing effectively. We plan to roll out SAP to a selected number of our Asian operations during 2011. Our Latin American operations use JD Edwards software, and many of our local joint ventures around the world use their own local enterprise management software. The reporting from the local systems is primarily undertaken manually, which could negatively impact the timely preparation of our consolidated monthly accounts and various forecasts and, consequently, could affect our ability to manage our business effectively. In addition, logistical problems, such as technical faults with ordering systems or the failure to manage inventory effectively, may result in delays in delivery that could result in fines from certain wholesale customers, or lost sales, which may adversely affect our net sales and damage our 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.

Our management strategy is based on giving a high degree of autonomy to the management teams overseeing our four regions in order to ensure that those management teams are in touch with developments in their respective regions. For instance, each of our four regions requires a different product mix, sales strategy, price points and relationships with distributors and vendors. Additionally, key management functions, including finance, treasury, sourcing initiatives, advertising, internal legal and coordination of the regions, are managed centrally. We may not always be able to maintain the appropriate balance between regional autonomy and central management. If we favor too much regional autonomy, we risk conflicting or inconsistent brand messages between different regions, which could damage our key brands, as well as increased costs as certain functions are duplicated in each region. On the other hand, if we shift too much toward central management, we risk bringing to market products that are not in line with the tastes and preferences of each region, which could negatively affect our market share and net sales in such regions. In either instance, a failure to maintain the appropriate balance between regional autonomy and central management could adversely affect our business, net sales and 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.

The successful implementation of our growth strategies are highly dependent on our ability to retain our highly experienced management team and key employees and on our ability to attract appropriately qualified new personnel. Our Chairman and CEO has extensive experience running branded consumer as well as retail-oriented businesses. Our CFO has extensive experience as a manager of retail-oriented businesses and is responsible for the coordination of our centralized functions, including legal, IT and corporate back office functions. Our regional presidents are industry veterans with a deep understanding of the markets they serve, and possess on average 16 years of experience in their regional markets. Our regional managers are responsible for key operational decision-making, including product development and design, sales and marketing strategy, sourcing strategy and distribution channel management. As such, the loss of any member of our management team or other key employees could hinder our ability to implement our growth strategies effectively. Moreover, if we are unable to attract appropriately qualified new personnel as we expand over the next few years, the existing management team may not be successful in implementing our growth strategies. In either instance our profitability and financial performance could be adversely affected. See "*Directors* and *Senior Management*" for more detail on our key managers.

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

Prior to the Offer, 84.2 percent of our share capital was held by our two substantial shareholders, the CVC Funds (54.3 percent) and RBS (29.9 percent). Following the completion of the Offer, the CVC Funds and RBS will retain ownership of 29.77 percent and 15.84 percent of our share capital, respectively, assuming no exercise of the Over-allotment Option. The CVC Funds have historically exercised significant influence over us, which we expect to continue in the future. Going forward, the interests of our substantial shareholders may not necessarily align with those of our public shareholders and decisions may be taken that reflect the interests of the CVC Funds and RBS that our public shareholders may not consider to be in their best interests. In addition, if our substantial shareholders continue to exercise such influence over us, it could have the effect of delaying, deferring or preventing a change in control of the Company, and it could affect our ability to effect certain types of transactions that require approval by special resolution. This could have an adverse effect on the operation of our business and our profitability.

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.

Our presentation currency is the US dollar, and our annual consolidated financial statements have been prepared in this currency. Each of our subsidiaries' net sales are generated in its local functional currency, and while a large proportion of each subsidiary's cost of sales is initially incurred in US dollars, since most of the inventory purchased by our subsidiaries is purchased in US dollars, such costs are then translated into such subsidiary's local functional currency. In 2010, approximately 78 percent of inventory purchases were purchased in US dollars. Consequently, fluctuations in the value of local functional currencies in which we derive significant revenues and record significant costs, particularly the Euro and RMB, against the US dollar may impact the US dollar amounts reflected in our financial statements, and, as a result, these US dollar amounts may obscure underlying financial trends that would be apparent in financial statements prepared on a constant currency basis. For example, if the Euro strengthened against the US dollar on an average basis from one year to the next, Euro-origin net sales in US dollars would increase even if the underlying Euro amounts remained stable or even declined.

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

Due to our regional management approach, we rely on the local expertise and decision-making of country general managers and the staff of our subsidiaries. We also operate in a number of countries with local partners through our majority joint ventures, including in India, the Middle East and Russia, among others. We give our subsidiaries and joint venture partners a great deal of autonomy to make use of their local knowledge and expertise to develop our business. Given the level of autonomy granted to our regional managers and joint venture partners, we may not always be able to supervise and control the actions of our joint venture partners. If we were not able to maintain sufficient oversight of our subsidiaries or joint ventures, decisions could be made locally that we regard as not being in the overall best interests of the Company, which could necessitate the diversion of management resources, result in litigation exposure to third parties or the inability to capitalize on certain opportunities, or cause damage to our brands.

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 have defined benefit US pensions and post-retirement obligations. If the fair value of pension plan assets declines as a result of a decline in economic factors or otherwise, we could be required to contribute additional cash to fund the pension, which could adversely affect our cash flow. Our pension plan is insured by the Pension Benefits Guarantee Corporation ("**PBGC**"). Due to the currently underfunded status of our pension obligation, the PBGC currently holds a lien of US$19 million over various of our assets in the United States. This lien over our assets has the effect of potentially restricting the financing that is available to us to the extent that lenders are not willing to share collateral with the PBGC. A failure to secure financing, if required, or the need to provide increasing cash payments to maintain the funding of the pension plan could materially reduce 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.

A significant portion of our net sales is derived from products that are manufactured by third party suppliers, a majority of which are located in Asia (in China, Vietnam, Thailand, India and Bangladesh). A significant change in these countries' economic policies, or the implementation of higher tariffs, quotas or other restrictive trade policies, could adversely affect our ability to maintain or commence business with low-cost suppliers outside the United States and Europe, which could have a negative impact on our margins.

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.

We sell our products in more than 37,000 points of sale in over 100 countries. Of our net sales in 2010, 33.3 percent was attributable to Asia, 33.5 percent to Europe, 24.9 percent to North America and 7.3 percent to Latin America. We operate numerous subsidiaries and joint ventures around the world, and have manufacturing plants located in Belgium, Hungary and India. Our business in any of these regions may be affected by economic, political, social and governmental conditions in the countries where we have manufacturing or distribution facilities, where our products are sold or in countries from where we or our suppliers source raw materials. In particular, business in emerging markets present risks that are less frequently encountered in other more developed countries including:

- economic instability, which could make it difficult for us to anticipate future business conditions in these markets, and subject us to volatile markets;
- political or social instability;
- boycotts and embargoes that may be imposed by the international community on countries in which we operate, which could adversely affect our operations;
- fluctuations in interest rates and currency exchange rates;
- the impositions of unexpected taxes or other payments on our revenues in these markets; and
- the introduction of exchange controls and other restrictions by foreign governments such as the import controls currently being imposed by the Government of Argentina.

Our business and the business of our customers and suppliers could be adversely affected by factors such as changes in exchange control regulations, inflation, currency and political risks (including changes in exchange rates and currency devaluations), increases in taxes and fees, imposition of unexpected taxes or other payments on our revenues, political instability, expropriation or other restrictions being imposed on operations. We may not be able to enter into hedges or obtain insurance to protect us against these risks, and any hedges that we may enter into or insurance that we may be able to obtain may not successfully mitigate these risks, which could adversely affect our business, financial condition, and results of operations.

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.

In general, a corporation organized outside the United States may be treated as a US domestic corporation for US federal income tax purposes if it acquires substantially all the assets of a US corporation and shareholders of the US corporation then own at least 80 percent of the acquiring corporation by reason of owning stock in that US corporation.

Further, if shareholders of that US corporation own at least 60 percent but less than 80 percent of the acquiring corporation by reason of owning stock in the US corporation, that corporation (and related US corporations) will be subject to US federal income tax on specified gains, and the US corporation will not be permitted to reduce that US tax liability with certain of its US tax attributes (such as net operating losses or foreign tax credits).

In the 2009 Reorganization, substantially all the assets of Samsonite Corporation, a US corporation, were acquired indirectly by Luxembourg subsidiaries of the Company, which were then acquired by the Company. On the basis of advice received from Deloitte Tax LLP to the Company, the Company believes that neither 80 percent continuity nor 60 percent continuity existed after the 2009 Reorganization and that the Company and its Luxembourg subsidiaries should be respected as foreign corporations and that Samsonite Corporation's US tax attributes (including net operating losses and foreign tax credits, if any) were properly available to reduce gross income realized and recognized in the 2009 Reorganization.

It is possible that the United States Internal Revenue Service ("**IRS**") could disagree with this analysis, and thus could seek to apply the anti-inversion rules to subject the Company and certain subsidiaries to the current 35 percent US federal income tax on their worldwide income and Company dividends or other distributions to US withholding tax, or could apply those rules to impose additional US tax on gain recognized on the 2009 Reorganization either of which could have a material adverse effect on the Company's results of operations. If the IRS did disagree with this analysis and the Company was unsuccessful in defending this tax position, the Company believes its exposure related to gain recognized on the 2009 Reorganization would not be more than approximately US$17 million. In addition, Luxembourg income and expenses from non-US sources, which are currently only taxed in Luxembourg, could also be included in the US tax return and subject to tax at 35 percent for all future years. During 2009 and 2010, the combined Luxembourg/United States results were in a taxable loss position and therefore no exposure exists for those years. Future exposure has not been determined. That additional tax might be assessed against a member of the Group. Although the Company does not expect the US anti-inversion tax rules to apply to the Company and its subsidiaries, there can be no assurance those rules will not be deemed to apply.

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.

Sales of travel luggage, which makes up the majority of our sales (approximately 73 percent in 2010), are significantly dependent on travel as a driver of consumer demand. The growing "wealth effect" in emerging markets and the growth in low cost airlines in both developed and emerging economies, among other factors, have contributed to increased spending on travel luggage over the past ten years. A significant portion of our customers travel by air, and many of our premium products incorporate innovations, such as ultra-lightweight materials or TSA safety locks, that are useful for air travel. However, the travel industry is highly susceptible to certain kinds of events that can negatively affect demand for travel and thus demand for travel-related products, including outbreaks of contagious diseases (such as the 2003 SARS outbreak) or terrorist attacks (such as the 9/11 attacks). Air travel is particularly vulnerable to these kinds of events. To the extent that the travel industry is impacted by events that negatively affect travel levels, sales of our travel luggage could decline significantly, which could have a material adverse effect on our profitability and financial position.

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

As a large global business, we are dependent on the health of the global retail market and levels of discretionary consumer spending in general for sales of our products. Beginning in 2008 and continuing into the first half of 2009, the economic situation in most of our major markets deteriorated significantly. This economic deterioration led to a significant decline in consumer spending. The effect of the deterioration of the economy was reflected in part by the decline of our net sales, which dropped by approximately 25 percent from the eight months ended August 2008 to the eight months ended August 2009. While there is evidence that a general global economic recovery is underway, and that consumer spending increased in 2010 compared to 2009, reflected by the 18.1 percent increase in our net sales from 2009 to 2010, there is no guarantee that global economic conditions will not deteriorate again. Continuing or repeated disruptions to the global economy, and thus to consumer confidence and spending, could have a material adverse impact on 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.

The luggage market is fragmented, and we face competition from many competitors who compete with us on a regional or local level. We face strong competition from regional competitors in product categories such as business bags, casual bags or accessories. Our strategy for future growth relies in part on growth in particular countries as well as in particular product categories. If we fail to compete effectively against our regionally focused competitors, we may be unable to expand our market share in our key growth markets or in key product categories, and we may be unable to retain our existing market share in key growth markets or in those markets in which we have traditionally had a strong presence. Failure to protect our market share on a regional level or to grow our market share in key growth markets and product categories could have a material adverse effect on our overall market share and on our net sales and profitability.

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.

The Offer Price for the Offer Shares will be determined on the Price Determination Date by the CVC Funds, RBS, the Company and the Joint Bookrunners (on behalf of the Underwriters). The Shares will not commence trading on the Stock Exchange until completion of the Global Offering, which is expected to occur some time on or before the fourth business day after the Price Determination Date. The Offer Price for the Offer Shares may not be indicative of prices that will prevail in the trading market. Investors may not be able to resell their Shares at or above the Offer Price. The financial markets in Hong Kong and other countries have in the past experienced significant price and volume fluctuations. Volatility in the price of the Shares may be caused by factors outside our control and may be unrelated or disproportionate to our operating results.

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 tangible assets value of the Shares you purchased in the Global Offering.

The Offer Price will be higher than the unaudited pro forma adjusted net tangible assets per Share immediately prior to the Global Offering. Therefore, purchasers of the Shares in the Global Offering will experience an immediate dilution in the pro forma adjusted net tangible assets per Share. Immediately following the completion of the Global Offering, the unaudited pro forma adjusted net tangible assets per Share based on 1,407,137,004 Shares in issue will be approximately US$0.14 per Share (assuming an Offer Price of HK$17.50 per Offer Share) or US$0.10 per Share (assuming an Offer Price of HK$13.50 per Offer Share). If we issue additional Shares or equity-linked securities in the future, purchasers of the Shares may experience further dilution.

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

Future sales by the Selling Shareholders or other existing Shareholders, or the issuance by the Company of substantial amounts of Shares after the Global Offering, could adversely affect the market prices of the Shares prevailing from time to time. The number of Shares available for sale or issuance immediately after the Global Offering will be limited in comparison to the number of Shares then in issue due to contractual and regulatory restrictions on disposal and new issuance. Nevertheless, after these restrictions lapse or if they are waived or breached, future sales of substantial amounts of the Shares in the public market or the possibility of such sales, could negatively impact the market price of the Shares and the ability of the Company to raise equity capital in the future.

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

Prior to the Global Offering, there was no market for the Shares. The indicative Offer Price range for the Shares as stated in this Prospectus was the result of negotiations between the CVC Funds, RBS, the Company and the Joint Bookrunners (on behalf of the Underwriters), and the Offer Price may differ significantly from the market price for the Shares following the Global Offering.

We have applied for the listing of, and permission to deal in, the Shares on the Stock Exchange. A listing on the Stock Exchange, however, does not guarantee that an active trading market for the Shares will develop or, if it does develop, will be sustained following the Global Offering or that the market price of the Shares will not decline following the Global Offering. In addition, we cannot assure you that the Global Offering will result in the development of an active and liquid public trading market for the Shares. Furthermore, the price and trading volume of the Shares may be volatile. Factors such as the following may affect the volume and price at which the Shares will trade:

- actual or anticipated fluctuations in our results of operations;
- news regarding recruitment or loss of key personnel by us or our competitors;
- announcements of competitive developments, acquisitions or strategic alliances in our industry;
- changes in earnings estimates or recommendations by financial analysts;
- potential litigation or regulatory investigations;
- general economic, market or regulatory conditions or other developments affecting us or our industry;
- the operating and stock price performance of other companies, other industries and other events or factors beyond our control; and
- release of lock-up or other transfer restrictions on the outstanding Shares or sales or perceived sales of additional Shares by the Company, the Selling Shareholders or other Shareholders.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially adversely affect the market price of the Shares.

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

The payment of dividends or other distributions will be made at the discretion of the Board and will be based on our earnings, cash flow, financial conditions, capital and other reserve requirements and any other conditions which the Board deems relevant. Our ability to make distributions depends on and is restricted by a number of factors. Dividends are payable only out of funds legally available to us for distribution under the Luxembourg Companies Law. Under the terms of the 2011 Reorganization Implementation Deed, the Company's Shareholders will resolve to create the Ad Hoc Reserve by effecting a reduction of capital which shall therefore not be considered as a profit reserve constituted further to a profit allocation. An approximate amount of such Ad Hoc Reserve is indicated in "*Appendix II—Unaudited Pro Forma Financial Information*". The Company will utilize such Ad Hoc Reserve to pay distributions to Shareholders. As far as the amounts allocated to the Ad Hoc Reserve were initially contributed by the Shareholders to the Company, those amounts should be treated as capital for Luxembourg tax purposes. 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—Withholding Tax on Dividends and Other Distributions*."

In addition, because we conduct our operations through subsidiaries, we may depend on our subsidiaries to pay dividends to us so that we have funds to pay dividends to our shareholders. Each of our subsidiaries is also subject to various restrictions on its payment of dividends based on its jurisdiction of incorporation. For example, a jurisdiction may limit the amount of dividends a company may pay, the sources of funds that can be used to pay dividends or require certain portions of profit be retained as reserves. Further, payment of dividends by certain of our subsidiaries may be restricted by agreements to which they are party from time to time, such as financing arrangements. These restrictions may prevent our subsidiaries from paying dividends to us, thus limiting our ability to pay dividends to our shareholders. Any of these factors, individually or in combination, might prevent us from paying dividends or making other forms of distributions.

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

This Prospectus, particularly the section headed "*Industry Overview*," contains information and statistics, including but not limited to information and statistics relating to the industry and markets in which we operate. Such information and statistics have been derived from various official government and other publications and from a report from Frost & Sullivan which was commissioned by us. We believe that the sources of such information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading in any material respect or that any fact has been omitted that would render such information false or misleading in any material respect. The information has not been independently verified by us, the Selling Shareholders, the Joint Global Coordinators, the Joint Bookrunners, the Sole Sponsor, the Underwriters, any of our or their respective directors, officers or representatives or any other person involved in the Global Offering and no representation is given as to its accuracy. Due to possibly flawed or ineffective collection methods or discrepancies between public information and market practice, the facts and statistics in this Prospectus may be inaccurate or may not be comparable to facts and statistics produced with respect to other economies. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, in other jurisdictions. Therefore, you should not unduly rely upon the industry facts and statistics contained in this Prospectus.