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SAMSONITE INTERNATIONAL S.A.

新秀丽國際有限公司

13-15 Avenue de la Liberté, L-1931 Luxembourg
R.C.S. LUXEMBOURG: B 159.469
(Incorporated in Luxembourg with limited liability)
(Stock code: 1910)

**DISCLOSEABLE TRANSACTION
IN RELATION TO
THE ACQUISITION OF EBAGS, INC.**

The Acquisition

On April 6, 2017, Samsonite LLC and Merger Sub, both wholly-owned subsidiaries of the Company, entered into the Merger Agreement with eBags and the Securityholders of eBags, pursuant to which Samsonite LLC agreed to acquire all of the outstanding equity interests of eBags for a cash consideration of US\$105.0 million (subject to adjustment as described below), on the terms and conditions set out in the Merger Agreement.

Completion of the Acquisition is subject to the satisfaction or waiver of certain conditions, including the receipt of certain consents and approvals from certain third parties and government agencies and the parties having complied in all material respects with their respective obligations under the Merger Agreement. The Merger Agreement may also be terminated in certain circumstances, as further described below. Subject to the satisfaction or waiver of the conditions of the Acquisition, the Acquisition is currently expected to be completed in the second quarter of 2017.

Listing Rules Implications

As the highest applicable percentage ratio (as set out and calculated under Rule 14.07 of the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

General

Shareholders and potential investors in the Company should note that the consummation of the Acquisition is subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement and the Merger Agreement may be terminated in certain circumstances. Accordingly, there is no assurance that the Acquisition will be completed. Shareholders and potential investors in the Company should exercise caution when dealing in the Shares.

THE ACQUISITION

On April 6, 2017, the Purchaser and Merger Sub (both wholly-owned subsidiaries of the Company), entered into the Merger Agreement with eBags and the Securityholders, pursuant to which the Purchaser agreed to acquire all of the outstanding equity interests of eBags for a cash consideration of US\$105.0 million (subject to adjustment as described below), on the terms and conditions set out in the Merger Agreement.

The principal terms of the Merger Agreement are as follows:

Date

The Merger Agreement was signed by the parties on April 6, 2017.

Parties

- (i) the Purchaser;
- (ii) Merger Sub;
- (iii) eBags;
- (iv) the Securityholders; and
- (v) the Securityholders' representative.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, eBags, the Securityholders and their ultimate beneficial owners are third parties independent of the Company and its connected person(s) (as defined under the Listing Rules).

Capital Stock to be Acquired

The Securityholders have agreed to sell and the Purchaser has agreed to acquire, by way of the Merger (as described below), all of the outstanding equity interests of eBags. Upon the completion of the Merger, Merger Sub will merge into eBags, the separate corporate existence of Merger Sub will cease and eBags will continue as the surviving corporation of the Merger and as a wholly-owned subsidiary of the Purchaser and as an indirect, wholly-owned subsidiary of the Company.

Consideration

The consideration for the Acquisition is US\$105.0 million in cash, subject to subsequent customary adjustments for working capital, transaction expenses and net debt.

The consideration will be settled by cash upon consummation of the Merger pursuant to the Merger Agreement, except for cash escrow in the aggregate amount of US\$11.5 million that will be held by a third party escrow agent, of which (i) US\$1 million may be used to cover any adjustment to the consideration for working capital, transaction expenses or net debt and (ii) US\$10.5 million may be used to cover any claims for indemnification that may arise under the Merger Agreement.

The consideration under the Merger Agreement payable by the Purchaser will be financed by internal resources of the Company and the Company's revolving credit facility.

Basis of Determination of the Consideration

The consideration for the Acquisition was determined after arm's length negotiations between the Purchaser and eBags.

Conditions Precedent

The obligations of the Purchaser and Merger Sub to complete the Acquisition are subject to the satisfaction or waiver on or prior to the date of closing of certain closing conditions, including:

- the representations and warranties made by eBags and the Securityholders being true and correct in all material respects as of the signing date and the closing date, except for the representations and warranties qualified by materiality or material adverse effect, which must be true in all respects as of the signing date and the closing date;
- eBags and the Securityholders having complied in all material respects with their obligations under the Merger Agreement;
- there having been no material adverse effect on the business of eBags since December 25, 2016;
- the consummation of the Acquisition not being prohibited by law;
- the expiration of the waiting periods under certain antitrust requirements;
- the absence of any action by a governmental authority that would prevent the consummation of the Acquisition or would adversely impact the ability of the Purchaser to operate the acquired business;
- the receipt of certain consents and approvals from third parties and government agencies;
- the receipt of required stockholder approval for the Acquisition; and
- no more than a specified percentage of stockholders having perfected their dissenters' or appraisal rights under applicable law.

The obligations of eBags and the Securityholders to complete the Acquisition are subject to the satisfaction or waiver on or prior to the date of closing of certain closing conditions, including:

- the representations and warranties made by the Purchaser being true and correct in all material respects as of the signing date and the closing date;
- the Purchaser having complied in all material respects with its obligations under the Merger Agreement;
- the consummation of the Acquisition not being prohibited by law;
- the expiration of the waiting periods under certain antitrust requirements;

- the absence of any action by a governmental authority that would prevent the consummation of the Acquisition;
- the receipt of any required consents or approvals from third parties or government agencies; and
- the receipt of required stockholder approval for the Acquisition.

Termination Rights

The parties are entitled to terminate the Merger Agreement under, amongst others, the following circumstances:

- by mutual written consent of the Purchaser and eBags;
- by either the Purchaser or eBags if the closing of the Acquisition has not occurred on or prior to July 6, 2017;
- by either the Purchaser or eBags in the event of a final non-appealable governmental order permanently enjoining, restraining or otherwise prohibiting the closing;
- by the Purchaser upon any material breach by eBags or the Securityholders of any representation, warranty or covenant under the Merger Agreement that is not cured in a timely manner; or
- by eBags upon any material breach by the Purchaser of any representation, warranty or covenant under the Merger Agreement that is not cured in a timely manner.

Completion

Subject to the satisfaction or waiver of the conditions of the Acquisition, the Acquisition is currently expected to be completed in the second quarter of 2017.

REASONS FOR, AND BENEFITS OF, THE ACQUISITION

The Acquisition will give the Company a strong platform to help accelerate the growth of the Company's direct-to-consumer e-commerce business in North America and worldwide. It will also provide the Company with immediate resources and digital know-how to strengthen the Company's existing digital capabilities.

The financial return from the Acquisition is expected to meet the investment criteria considered by the Company.

Based on the above, the Directors, including the independent non-executive Directors, consider that the terms of the Acquisition and the transactions contemplated under the Merger Agreement are fair and reasonable, are on normal commercial terms, and are in the best interests of the Company and the Shareholders as a whole.

INFORMATION ABOUT EBAGS

eBags is a leading online retailer of bags and related accessories for travel. eBags offers consumers a diverse offering of travel bags and accessories including luggage, backpacks, handbags, business bags, travel accessories and apparel. eBags sells products from a wide variety of leading travel and fashion brands (including many of the brands owned by the Company's existing subsidiaries), as well as its

own exclusive private label brand. Founded in 1998, eBags is headquartered in Greenwood Village, Colorado, USA.

For the fiscal year ended December 25, 2016, eBags recorded net sales of US\$158.5 million, an increase of 23.5% compared to the previous fiscal year. The U.S. accounted for over 90% of eBags' net sales in 2016.

The financial highlights of eBags are set out below:

(in US\$ millions)	For the fiscal year ended	
	December 25, 2016	December 27, 2015
	(unaudited)⁽¹⁾⁽²⁾	(audited)⁽¹⁾
Net sales	158.5	128.3
Profit/(loss) before taxation	(0.4)	(3.3)
Profit/(loss) after taxation	(0.4)	(3.3)
Total assets	31.0	24.8
Consolidated net asset value	(3.4)	(3.6)

Notes:

- (1) The financial figures included in the table were extracted from the financial statements of eBags that were prepared under U.S. GAAP, whereas the financial figures of the Company are reported under IFRS. The Company believes that there are no material differences between the financial figures as reported under U.S. GAAP and such financial figures if reported under IFRS.
- (2) The audited financial statements of eBags for the fiscal year ended December 31, 2016 are not yet available. The financial figures for the fiscal year ended December 31, 2016 included in the table were extracted from the unaudited financial statements of eBags for the fiscal year ended December 31, 2016. eBags has informed the Company that the audited financial statements of eBags for the fiscal year ended December 31, 2016 will not be materially different from the unaudited financial statements of eBags for the fiscal year ended December 31, 2016.

INFORMATION ABOUT THE GROUP

The Group is the world's best known and largest lifestyle bag and travel luggage company, with a heritage dating back more than 100 years. The Group is principally engaged in the design, manufacture, sourcing and distribution of luggage, business and computer bags, outdoor and casual bags, travel accessories and slim protective cases for personal electronic devices throughout the world, primarily under the Samsonite®, Tumi®, American Tourister®, Hartmann®, High Sierra®, Gregory®, Speck® and Lipault® brand names as well as other owned and licensed brand names. The Group's Samsonite brand is one of the most well-known travel luggage brands in the world.

The Group sells its products through a variety of wholesale distribution channels, through its company-operated retail stores and through e-commerce. Its principal wholesale distribution customers are department and specialty retail stores, mass merchants, catalogue showrooms and

warehouse clubs. The Group sells its products in Asia, North America, Europe and Latin America. As of December 31, 2016, the Group's products were sold in over 100 countries.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as set out and calculated under Rule 14.07 of the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. The Acquisition is not subject to approval of Shareholders under the Listing Rules. None of the Directors has a material interest in the transactions contemplated under the Merger Agreement or was required to abstain from voting on the relevant board resolution approving the Merger Agreement and the transactions contemplated thereunder.

GENERAL

Shareholders and potential investors in the Company should note that the consummation of the Acquisition is subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement and the Merger Agreement may be terminated in certain circumstances. Accordingly, there is no assurance that the Acquisition will be completed. Shareholders and potential investors in the Company should exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Acquisition”	the acquisition of eBags pursuant to the Merger Agreement;
“Board”	the board of directors of the Company;
“Company”	Samsonite International S.A. 新秀丽國際有限公司, a société anonyme incorporated and existing under the laws of the Grand-Duchy of Luxembourg having its registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B159469 with limited liability;
“Directors”	the directors of the Company;
“eBags”	eBags, Inc., a corporation organized under the laws of the State of Delaware, U.S.A.;
“Group”	the Company and its subsidiaries;
“IFRS”	the International Financial Reporting Standards as issued by the International Accounting Standards Board;

“ Listing Rules ”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“ Merger ”	the merger of Merger Sub into eBags with eBags surviving as a wholly-owned subsidiary of the Purchaser;
“ Merger Agreement ”	the Agreement and Plan of Merger dated as of April 6, 2017 entered into between the Purchaser, Merger Sub, eBags, the Securityholders and the Securityholders’ representative in relation to the Merger;
“ Merger Sub ”	BGS Merger Sub, Inc., a corporation organized under the laws of the State of Delaware, U.S.A., and a wholly-owned subsidiary of the Purchaser;
“ Purchaser ”	Samsonite LLC, a limited liability company organized under the laws of the State of Delaware, U.S.A., and an indirect, wholly-owned subsidiary of the Company;
“ Securityholders ”	the equity holders of eBags that have signed the Merger Agreement;
“ Shareholders ”	the shareholders of the Company;
“ Shares ”	ordinary shares of US\$0.01 each in the capital of the Company
“ US\$ ”	United States dollars, the lawful currency of the United States;
“ U.S. ” or “ U.S.A. ”	the United States of America; and
“ U.S. GAAP ”	U.S. Generally Accepted Accounting Principles.

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

Hong Kong, April 7, 2017

As of the date of this announcement, the Executive Directors are Ramesh Dungarmal Tainwala and Kyle Francis Gendreau, the Non-Executive Directors are Timothy Charles Parker, Tom Korbas and Jerome Squire Griffith, and the Independent Non-Executive Directors are Paul Kenneth Etchells, Bruce Hardy McLain (Hardy), Keith Hamill and Ying Yeh.