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**SAMSONITE INTERNATIONAL S.A.**

新秀麗國際有限公司

*13-15 Avenue de la Liberté, L-1931 Luxembourg*

*R.C.S. LUXEMBOURG: B 159469*

*(Incorporated in Luxembourg with limited liability)*

**(Stock code: 1910)**

**DISCLOSEABLE TRANSACTION IN RELATION TO  
THE SALE OF SPECK**

On July 30, 2021 (U.S. time), the Group sold Speck to Telementum Global, LLC for an aggregate cash consideration of US\$36.0 million, which was paid on the same day as the closing of the Sale. The consideration is subject to customary adjustments for net debt and working capital. Additional, contingent cash consideration of US\$4.0 million will become payable in the event Speck's net sales for the year ending December 31, 2021 are not less than US\$107.0 million.

The Sale was made pursuant to the Purchase Agreement which was entered into between the Company's wholly owned subsidiaries, the Seller and Samsonite IP Holdings, and the Purchaser. Pursuant to the Purchase Agreement (a) the Purchaser has purchased from the Seller all of the outstanding equity interests in Speck and (b) Samsonite IP Holdings has transferred to Speck all of the intellectual property held by Samsonite IP Holdings and used in the business of Speck.

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

**THE PURCHASE AGREEMENT**

On July 30, 2021 (U.S. time), the Company's wholly owned subsidiaries, the Seller and Samsonite IP Holdings, entered into the Purchase Agreement with the Purchaser relating to the Sale.

The principal terms of the Purchase Agreement are as follows:

### **Date**

The Purchase Agreement was entered into by the parties, and the Sale was completed, on July 30, 2021 (U.S. time).

### **Parties**

- (i) the Purchaser, as purchaser;
- (ii) the Seller, as seller of the equity interests in Speck; and
- (iii) Samsonite IP Holdings, as transferor to Speck of all of the intellectual property held by Samsonite IP Holdings and used in the business of Speck.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

### **Subject Matter of the Sale**

Pursuant to the Purchase Agreement, (a) the Purchaser has purchased from the Seller all of the outstanding equity interests in Speck and (b) Samsonite IP Holdings has transferred to the Purchaser all of the intellectual property held by Samsonite IP Holdings and used in the business of Speck.

### **Consideration**

The consideration for the Sale was US\$36.0 million in cash (which was paid on closing of the Sale), subject to customary adjustments for net debt and working capital, with an additional, contingent payment of US\$4.0 million which is payable in the event Speck's net sales for the year ending December 31, 2021 are not less than US\$107.0 million.

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

## **INFORMATION ABOUT THE COMPANY AND THE PARTIES TO THE SALE**

### **The Company, the Seller and Samsonite IP Holdings**

With a heritage dating back more than 110 years, the Company, together with its consolidated subsidiaries, is a leader in the global lifestyle bag industry and is the world's best-known and largest travel luggage company. The Group is principally engaged in the design, manufacture, sourcing and distribution of luggage, business and computer bags, outdoor and casual bags and travel accessories throughout the world, primarily under the *Samsonite*<sup>®</sup>, *Tumi*<sup>®</sup>, *American Tourister*<sup>®</sup>, *Gregory*<sup>®</sup>, *High Sierra*<sup>®</sup>, *Kamiliant*<sup>®</sup>, *eBags*<sup>®</sup>, *Lipault*<sup>®</sup> and *Hartmann*<sup>®</sup> brand names as well as other owned and licensed brand names.

The Seller and Samsonite IP Holdings are wholly owned subsidiaries of the Company.

### **The Purchaser**

Telementum Global, LLC is a holding company that brings an entrepreneurial approach to its investments in the wireless accessories space by managing businesses through a hands-on, data-driven approach, and anticipates continuing Speck's great tradition of product and customer service.

### **Speck**

Speck is a leading designer and distributor of slim protective cases for personal electronic devices that are marketed under the *Speck*<sup>®</sup> brand.

For the year ended December 31, 2019, the net loss before and after taxation of Speck (as included in the Company's audited consolidated financial statements for such year) were approximately US\$28.1 million and US\$20.2 million, respectively. For the year ended December 31, 2020, the net loss before and after taxation of Speck (as included in the Company's audited consolidated financial statements for such year) were approximately US\$29.8 million and US\$21.5 million, respectively.

As at December 31, 2020, the aggregate net asset value of Speck and the intellectual property assets that were the subject of the sale (as included in the Company's audited consolidated financial statements for the year ended December 31, 2020) was approximately US\$51.9 million.

### **REASONS FOR ENTERING INTO THE PURCHASE AGREEMENT**

The Company considers that the Sale will allow the Company to focus its resources on continuing to grow its core business, which is the design, manufacture, sourcing and distribution of luggage, business and computer bags, outdoor and casual bags, and travel accessories throughout the world, primarily under the *Samsonite*<sup>®</sup>, *Tumi*<sup>®</sup>, *American Tourister*<sup>®</sup>, *Gregory*<sup>®</sup>, *High Sierra*<sup>®</sup>, *Kamiliant*<sup>®</sup>, *ebags*<sup>®</sup>, *Lipault*<sup>®</sup> and *Hartmann*<sup>®</sup> brand names as well as other owned and licensed brand names.

The Company does not expect to recognize any gain or loss on the Sale as the assets related to Speck were written down to their fair value less the estimated costs to sell such assets as of June 30, 2021. The resulting non-cash impairment charge is estimated to be approximately US\$25.0 million. Further details with respect to such charge will be included in the Company's interim results for the six months ended June 30, 2021 to be announced on August 18, 2021.

The net proceeds from the Sale will be used to repay a portion of the outstanding borrowings under the Company's revolving credit facility.

The Directors (including the independent non-executive Directors) consider that the terms of, and the transactions under, the Purchase Agreement are fair and reasonable in the interests of the Company and the Shareholders as a whole.

## 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 Sale is more than 5% but less than 25%, the Sale constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As none of the Directors has a material interest in the transactions contemplated under the Purchase Agreement, no Director was required to abstain from voting on the relevant board resolution approving the Purchase Agreement and the transactions contemplated thereunder.

## DEFINITIONS

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

“Company”	Samsonite International S.A., a <i>societe anonyme</i> incorporated and existing under the laws of Luxembourg, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited;
“connected person”	has the meaning ascribed to it in the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Purchase Agreement”	the membership interest and asset purchase agreement dated as of July 30, 2021 (U.S. time) entered into between the Purchaser, the Seller and Samsonite IP Holdings in relation to the Sale;
“Purchaser”	Telementum Global, LLC, a limited liability company organized under the laws of the State of Delaware, U.S.A.;
“Sale”	the sale pursuant to the Purchase Agreement;
“Samsonite IP Holdings”	Samsonite IP Holdings S.à r.l., a company organized under the laws of Luxembourg, and a wholly-owned subsidiary of the Company;
“Seller”	Samsonite LLC, a limited liability company organized under the laws of the State of Delaware, U.S., and a wholly-owned subsidiary of the Company;

“Shareholders” the shareholders of the Company;

“Speck” Speculative Product Design, LLC, a limited liability company organized under the laws of the State of California, U.S.A.;

“U.S.” the United States of America; and

“US\$” United States dollars, the lawful currency of the United States.

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

Hong Kong, August 1, 2021

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