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## **Ever Harmonic Global Limited**

*(incorporated in Cayman Islands with limited liability)*

## **CLEAR MEDIA LIMITED**

**白馬戶外媒體有限公司** \*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 100)**

### **JOINT ANNOUNCEMENT**

**VOLUNTARY CONDITIONAL CASH OFFER BY  
CLSA LIMITED AND CHINA INTERNATIONAL CAPITAL  
CORPORATION HONG KONG SECURITIES LIMITED  
FOR AND ON BEHALF OF  
EVER HARMONIC GLOBAL LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES AND TO CANCEL ALL  
OUTSTANDING SHARE OPTIONS OF  
CLEAR MEDIA LIMITED  
(1) ACCEPTANCES OF THE OFFERS AND THE OFFERS HAVING  
BECOME UNCONDITIONAL IN ALL RESPECTS  
AND  
(2) OFFERS TO REMAIN OPEN FOR ACCEPTANCE**

**Lead Financial Adviser to the Offeror**

**Joint Financial Adviser to the Offeror**



## **ACCEPTANCES OF THE OFFERS**

As at 4:00 p.m. on April 28, 2020, the Offeror had received valid acceptances in respect of (i) 275,789,081 Shares (being the acceptance by Clear Channel KNR pursuant to the Clear Channel KNR Undertaking) under the Share Offer representing approximately 50.91% of the issued Shares of the Company as at the date of this joint announcement; and (ii) none of the Options under the Option Offer.

## **THE OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS**

As a result of such valid acceptances of the Share Offer that will result in the Offeror holding more than 50.1% of the voting rights of the Company, the Offeror announces that Condition (a) as set out in the section headed “Conditions of the Share Offer” in the “Letter from CLSA Limited and CICC” in the Composite Document has accordingly been fulfilled. Together with the fulfillment of all other Conditions set out therein, the Share Offer has become unconditional in all respects on April 28, 2020. As the Share Offer has become unconditional in all respects, the Option Offer has also become unconditional in all respects on April 28, 2020.

## **THE OFFERS TO REMAIN OPEN FOR ACCEPTANCE**

As disclosed in the Composite Document and pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Offers must remain open for acceptance for at least 14 days after the Offers become unconditional in all respects, but in any case at least 21 days following April 27, 2020, the despatch date of the Composite Document. As such, the Offeror hereby announces that the Offers will remain open for acceptance until 4:00 p.m. on May 18, 2020 (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code).

## **INTRODUCTION**

Reference is made to the Rule 3.7 Announcement, the monthly updates in the form of the Company’s announcements dated December 27, 2019, January 24, 2020, February 24, 2020, March 24, 2020, the Rule 3.5 Announcement, the clarification announcement of the Company dated April 3, 2020, the announcement in relation to appointment of the Independent Financial Adviser dated April 3, 2020, the announcement in relation to delay in despatch of the Composite Document dated April 20, 2020, the announcement in relation to the Mondrian Undertaking dated April 24, 2020 and the composite document dated April 27, 2020 (the “**Composite Document**”). Capitalized terms used herein have the same meanings as those defined in the Composite Document unless the context otherwise requires.

All time references contained in this announcement are to Hong Kong times.

## **ACCEPTANCES OF THE OFFERS**

As at 4:00 p.m. on April 28, 2020, the Offeror had received valid acceptances in respect of (i) 275,789,081 Shares (being the acceptance by Clear Channel KNR pursuant to the Clear Channel KNR Undertaking) under the Share Offer representing approximately 50.91% of the issued Shares of the Company as at the date of this joint announcement; and (ii) none of the Options under the Option Offer.

Mr. Han Zi Jing, an executive Director and a party acting in concert with the Offeror, is the owner of 6,600,000 Shares, representing approximately 1.22% of the issued share capital of the Company. Save for the 6,600,000 Shares, the Offeror and parties acting in concert with it did not hold, control or have direction over any Shares immediately before the commencement of the Offer Period. During the Offer Period, other than pursuant to the Share Offer, the Clear Channel KNR Undertaking, and the Mondrian Undertaking, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares or any rights over the Shares. Neither the Offeror nor any of the parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to the date of this joint announcement.

## **THE OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS**

As a result of such valid acceptances of the Share Offer that will result in the Offeror holding more than 50.1% of the voting rights of the Company, the Offeror announces that Condition (a) as set out in the section headed “Conditions of the Share Offer” in the “Letter from CLSA Limited and CICC” in the Composite Document has accordingly been fulfilled. Together with the fulfillment of all other Conditions set out therein, the Share Offer has become unconditional in all respects on April 28, 2020.

The Option Offer is subject to and conditional upon the Share Offer becoming or being declared unconditional in all respects. As the Share Offer has become unconditional in all respects, the Option Offer has also become unconditional in all respects on April 28, 2020.

## **THE OFFERS TO REMAIN OPEN FOR ACCEPTANCE**

As disclosed in the Composite Document and pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Offers must remain open for acceptance for at least 14 days after the Offers become unconditional in all respects, but in any case at least 21 days following April 27, 2020, the despatch date of the Composite Document. As such, the Offeror hereby announces that the Offers will remain open for acceptance until 4:00 p.m. on May 18, 2020 (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code).

Shareholders and Optionholders are advised that the Offers will remain open for acceptance until 4:00 p.m. on May 18, 2020.

Shareholders are advised to refer to the Composite Document and the WHITE Form of Share Offer Acceptance for details of acceptance procedures if they wish to accept the Share Offer. Optionholders are advised to refer to the Composite Document and the PINK Form of Option Offer Acceptance for details of acceptance procedures if they wish to accept the Option Offer.

## SETTLEMENT OF THE OFFERS

Payment of cash consideration for the Offer Shares (after deducting the seller's ad valorem stamp duty) or Options tendered for acceptance under the Offers will be despatched to the accepting Shareholder(s) (to the address specified on the relevant Shareholder's WHITE Form of Share Offer Acceptance) or the accepting Optionholder(s) (to the address specified on the relevant Optionholder's PINK Form of Option Offer Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event within seven (7) Business Days following the later of the date of this announcement and the date on which relevant documents of title of the Shares or the Options (as the case may be) are received by the Registrar to render each of such acceptance of any of the Share Offer or the Option Offer complete and valid in accordance with the Takeovers Code, the Composite Document and the relevant Form(s) of Acceptance. Payment in cash in respect of acceptance of the Offers after the date of this announcement will be made as soon as possible but in any event within seven business days (as defined under the Takeovers Code) after the date on which the duly completed acceptance of the Offers and the relevant documents of title in respect of such acceptance are received by the Offeror (or its agent).

No fractions of a cent will be payable and the amount of cash consideration payable to the accepting Shareholders or Optionholders (as the case may be) who accept the Offers will be rounded up to the nearest cent.

By order of the board of directors of  
**Ever Harmonic Global Limited**  
**Mr. Han Zi Jing**  
*Director*

By order of the board of directors  
**Clear Media Limited**  
**Mr. Jeffrey Yip**  
*Company Secretary*

Hong Kong, April 28, 2020

*As at the date of this announcement, the executive Directors are Mr. Joseph Tcheng, Mr. Han Zi Jing, Mr. Zhang Huai Jun and Mr. Zou Nan Feng (alternate to Mr. Zhang Huai Jun); the non-executive Directors are Mr. William Eccleshare, Mr. Peter Cosgrove, Mr. Zhu Jia, Mr. Michael Saunter and Mr. Adam Tow (alternate to Mr. William Eccleshare) and the independent non-executive Directors are Mr. Robert Gazzi, Mr. Wang Shou Zhi, Mr. Thomas Manning and Mr. Christopher Thomas.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror and parties acting in concert with it) contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than opinions expressed by the Offeror Directors, Mr. Han Zi Jing, Antfin Directors, JCDI Directors, JCDecaux Directors and CWG Fund Director) in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, Mr. Han Zi Jing, Ms. Junrong Zhao, Mr. Chen Liang, Mr. Hon Chiu Stephen Wong and Ms. Fei Fei Shum are the directors of the Offeror (“**Offeror Directors**”).*

*The Offeror Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Group, Han Group, Antfin, JCDecaux Group and CWG Fund), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Directors, Mr. Han Zi Jing, Antfin Directors, JCDI Directors, JCDecaux Directors and CWG Fund Director) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, Mr. Han Zi Jing is the sole director of Forward Elite Holdings Limited.*

*The sole director of Forward Elite Holdings Limited accepts full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Group, Antfin, JCDecaux Group and CWG Fund), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (other than opinions expressed by the Directors, Antfin Directors, JCDI Directors, JCDecaux Directors and CWG Fund Director) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, Mr. Leiming Chen, Mr. Xinyi Han and Mr. Kai Nin Kenny Man are the directors of Antfin (“**Antfin Directors**”).*

*The directors of Antfin jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Group, Han Group, JCDecaux Group and CWG Fund), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Directors, Mr. Han Zi Jing, JCDI Directors, JCDecaux Directors and CWG Fund Director) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, Ms. Juliette, Cécile, Marie Vigier ép. Mouchonnet, Mr. Emmanuel André Bernard Bastide and Mr. Stephen Hon Chiu Wong are the directors of JCDI (“**JCDI Directors**”).*

*The JCDI Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Group, Han Group, Antfin and CWG Fund), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Directors, Mr. Han Zi Jing, Antfin Directors and CWG Fund Director) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, Mr. Jean-François Decaux, Mr. Jean-Charles Decaux, Mr. David Bourg, Mr. Emmanuel André Bernard Bastide and Mr. Daniel Hofer are the members of the Executive Board (le Directoire) of JCDecaux SA (“**JCDecaux Directors**”).*

*The JCDecaux Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Group, Han Group, Antfin and CWG Fund), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Directors, Mr. Han Zi Jing, Antfin Directors and CWG Fund Director) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, Fei Fei Shum is the sole director of JT China Wealth Management Limited, the general partner of CWG Fund (“**CWG Fund Director**”).*

*The sole director of JT China Wealth Management Limited (acting in its capacity as a general partner of CWG Fund) accepts full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Group, Han Group, Antfin and JCDecaux Group), and confirms, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this announcement (other than opinions expressed by the Directors, Mr. Han Zi Jing, Antfin Directors, JCDI Directors and JCDecaux Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*