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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**

Dear Shareholders and Optionholders,

Clear Media Limited (the “**Company**”) announced on March 30, 2020, with the Composite Document despatched on April 27, 2020, that CLSA Limited and China International Capital Corporation Hong Kong Securities Limited are, for and on behalf of Ever Harmonic Global Limited (the “**Offeror**”), making a voluntary conditional cash offer to acquire all of the Shares in the entire issued share capital of the Company for the consideration of HK\$7.12 in cash each, and to cancel all outstanding Options for the consideration of HK\$0.00001 in cash each. Capitalized terms used herein shall 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.

**The Share Offer became unconditional in all respects on April 28, 2020. The Offeror has decided to extend the Offers until 4:00 p.m. on June 1, 2020, in order to provide more time for the Shareholders and the Optionholders to consider accepting the Offers.**

The Independent Board Committee was established for the purpose of making a recommendation to the Shareholders and the Optionholders in relation to the Offers. Somerley has been appointed as the Independent Financial Adviser to advise the Independent Board Committee. Having considered the terms of the Offers, the information contained in the Composite Document and the principal factors and reasons considered by, and the independent advice of Somerley, the Independent Board Committee considers that the terms of the Offers are fair and reasonable so far as the Shareholders and the Optionholders are concerned, and therefore recommends the Shareholders and the Optionholders to accept the Offers.

All remaining Shareholders and Optionholders are reminded to consider the Offers, based on all the terms of the Offers as set out in the Composite Document and in the Form(s) of Acceptance. 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.

**Please call the customer service hotline of the Registrar, Tricor Investor Services Limited, at +852 2980-1333 between 9:00 a.m. and 5:00 p.m. on Mondays to Fridays, excluding Hong Kong public holidays, if you have any enquiries concerning administrative matters, such as dates, documentation and procedures relating to 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 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.

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.

In the event the Offers close and the Offeror is entitled to exercise compulsory acquisition rights, it would issue a separate notice to all Shareholders and Optionholders who have not accepted the Offers. Please refer to the section headed "Payment – LETTER FROM CLSA LIMITED AND CICC" in the Composite Document for details.

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, May 25, 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. Peter Cosgrove and Mr. Zhu Jia, 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.*