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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**

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO  
VOLUNTARY CONDITIONAL 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 OF  
CLEAR MEDIA LIMITED (OTHER THAN THOSE SHARES OWNED OR  
AGREED TO BE ACQUIRED BY EVER HARMONIC GLOBAL LIMITED  
OR PARTIES ACTING IN CONCERT WITH IT)**

**Lead Financial Adviser to the Offeror**

**Joint Financial Adviser to the Offeror**



\* For identification purpose only

References are made to the joint announcement dated July 5, 2021 (the “**Rule 3.5 Announcement**”) and the composite document to be dated August 3, 2021 (the “**Composite Document**”) jointly issued by Ever Harmonic Global Limited (the “**Offeror**”) and Clear Media Limited (the “**Company**”). Capitalized terms used herein shall have the same meanings as those defined in the Composite Document, unless the context herein requires otherwise.

**DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, together with the Form of Acceptance, containing, among others, (i) detailed terms and conditions of the Offer; (ii) the expected timetable in respect of the Offer; (iii) the letter from CLSA Limited and CICC; (iv) the letter from the Board; (v) the letter from the Independent Board Committee; and (vi) the letter from the Independent Financial Adviser in respect of the Offer, will be despatched to the Shareholders on Tuesday, August 3, 2021 in accordance with the Takeovers Code.

**EXPECTED TIMETABLE OF THE OFFER**

Set out below is the expected timetable of the Offer as extracted from the Composite Document. The timetable set out below is indicative only and is subject to change. Further announcement(s) will be made by the Offeror and the Company in the event of any changes to the timetable as and when appropriate.

All references to dates and times contained in this joint announcement refer to Hong Kong dates and times.

Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer ( <i>Note 1</i> ) . . . . .	Tuesday, August 3, 2021
Opening date of the Offer . . . . .	Tuesday, August 3, 2021
Latest time and date for acceptance of the Offer on the first Closing Date ( <i>Note 3 &amp; 7</i> ) . . . . .	4:00 p.m. on Tuesday, August 24, 2021
First Closing Date ( <i>Note 3 &amp; 7</i> ). . . . .	Tuesday, August 24, 2021
Announcement of the results of the Offer as at the first Closing Date, to be posted on the websites of the Stock Exchange and the Company . . . . .	no later than 7:00 p.m. on Tuesday, August 24, 2021

Latest date for posting of remittances of cheques for the amount due or share certificates of Holdco Shares in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the first Closing Date assuming the Offer becomes or is declared unconditional on the first Closing Date (*Note 4 & 7*) . . . . . Thursday, September 2, 2021

Final Closing Date assuming the Offer becomes or is declared unconditional on the first Closing Date (*Note 5 & 7*) . . . . . Tuesday, September 7, 2021

Latest time and date for acceptance of the Offer on the final Closing Date assuming the Offer becomes or is declared unconditional on the first Closing Date (*Note 5 & 7*) . . . . . 4:00 p.m. on Tuesday, September 7, 2021

Announcement of the results of the Offer as at the final Closing Date, to be posted on the websites of the Stock Exchange and the Company . . . . . no later than 7:00 p.m. on Tuesday, September 7, 2021

Latest date for posting of remittances of cheques for the amount due or share certificates of Holdco Shares in respect of valid acceptances received under the Offer at or before 4:00 p.m. on the final Closing Date (*Note 4*) . . . . . Thursday, September 16, 2021

Latest time and date by which the Offer can become or be declared unconditional as to acceptances (*Note 6 & 7*) . . . . . 7:00 p.m. on Monday, October 4, 2021

Latest time and date by which the Offer can become or be declared unconditional in all aspects (*Note 6 & 7*) . . . . . 7:00 p.m. on Monday, October 25, 2021

Date of withdrawal of listing of the Shares (assuming the Offer will close at the first Closing Date) . . . . . End of September 2021 (tentatively)

*Notes:*

1. The Offer is open for acceptance on and from Tuesday, August 3, 2021, being the date of posting of the Composite Document, and is capable of acceptance on and from that date until the close of the Offer Period. For the purpose of ensuring accuracy of the registered ownership of the Holdco Shares and satisfying compliance requirements applicable to shareholders of a Cayman-incorporated company, only the registered Offer Shareholders i.e. those whose names appear on the register of members of the Company with physical share certificates are allowed to elect the Share Alternative. **If an Offer Shareholder holding Offer Shares via CCASS wishes to elect the Share Alternative, such Offer Shareholder is required to instruct his/her/its securities dealer/custodian banks to withdraw the Offer Shares from CCASS and arrange for the transfer of those Shares into his/her/its own name as soon as possible thereafter before the relevant deadline for election.**

2. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for giving instructions to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
3. The Offer will initially remain open for acceptances until 4:00 p.m. on Tuesday, August 24, 2021 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the Offer, which announcement will state either the next Closing Date or, if the Offer is at that time unconditional as to acceptances, a statement that the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offer is closed to those Shareholders who have not accepted the Offer.
4. Subject to the Offer becoming or being declared unconditional, remittances of cheques in respect of the Cash Alternative or share certificates of Holdco Shares in respect of the Share Alternative for the Offer Shares tendered under the Offer will be despatched to the accepting Shareholder(s) (to the address specified on the Form of 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 receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code, and the date on which the Offer becomes or is declared unconditional in all respects.
5. In accordance with the Takeovers Code, where the Offer becomes or is declared unconditional (whether as to acceptances or in all respects), the Offer should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offer is closed. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as the Offeror determines or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue an announcement in relation to any extension of the Offer, which will state the next Closing Date or, if the Offer have become or are at that time declared unconditional, that the Offer will remain open until further notice.
6. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on Monday, October 4, 2021 being the following business day of the 60th day after the day the Composite Document is posted. Accordingly, unless the Offer has previously become unconditional as to acceptances, the Offer will lapse on Monday, October 4, 2021 unless extended with the consent of the Executive and in accordance with the Takeovers Code. In addition, except with the consent of the Executive, if the Offer does not become or is not declared unconditional in all respects within 21 days of the Offer becoming or is declared unconditional as to acceptances, the Offer will lapse. Therefore, the last day by which the Offer can become or be declared unconditional in all respects is Monday, October 25, 2021.
7. The latest time and date for acceptance of the Offer and the latest date for posting of remittances of cheques for the amounts due or share certificates of Holdco Shares under the Offer in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or a "black rainstorm warning", in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances of cheques for the amounts due or share certificates of Holdco Shares under the Offer in respect of valid acceptances. Instead the latest time for acceptance of the Offer and the posting of remittances of cheques or share certificates of Holdco Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

**WAIVER IN RELATION TO RULE A.3(a)(ii) OF THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS SET OUT IN APPENDIX 10 OF THE LISTING RULES (THE “MODEL CODE”)**

Rule A.3(a)(ii) of the Model Code provides that a director must not deal in any securities of the listed issuer on any day on which its financial results are published and during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results, unless the circumstances are exceptional.

The Offeror is wholly owned by City Lead, which is held as to 40% by Forward Elite, 30% by Antfin, 23% by JCDI and 7% by CWG Fund. Forward Elite is wholly owned by Mr. Han Zi Jing. Therefore, any dealing of the Offeror is deemed to be a dealing of Mr. Han Zi Jing by virtue of Part XV of the SFO. Mr. Han Zi Jing is an executive Director and the chief executive officer of the Company. The blackout period (the “**Blackout Period**”) applicable to the Directors in relation to the publication of the Group’s interim results for the six months ended June 30, 2021 (the “**2021 Interim Results**”) has been set to commence on July 28, 2021 and will last till the date of publication of the 2021 Interim Results.

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance by Mr. Han Zi Jing with Rule A.3(a)(ii) of the Model Code so that the Offeror can despatch the Composite Document during the Blackout Period. The reasons for seeking the waiver are: (i) the Offer Consideration can no longer be changed and was pre-determined before the commencement of the Blackout Period; (ii) Aimia will be entitled to terminate the Irrevocable Undertaking if the Composite Document is not despatched by August 9, 2021 and the Executive does not consent to delaying the despatch of the Composite Document, which will undermine the certainty of the Offer becoming unconditional as to acceptance; and (iii) interests of the Shareholders will be prejudiced if the Offer is not made in time or does not become unconditional in all respects, given the extension of the waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules granted by the Stock Exchange on July 19, 2021 will expire on October 12, 2021, amidst the prolonged suspension of trading of the Shares.

## WARNING

Shareholders are strongly advised to read the Composite Document carefully, including the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser”, before deciding whether or not to accept the Offer.

Shareholders and/or potential investors of the Company should note that the Offer is subject to the satisfaction or waiver (where applicable) of the Conditions in all respects. Accordingly, the Offer may or may not become unconditional. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

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, August 2, 2021

*As at the date of this joint 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, Mr. Liang Chen, Mr. Stephen Hon Chiu Wong, Mr. Jérôme Lucien Joseph Marie d’Héré (alternate to Mr. Stephen Hon Chiu Wong) and Ms. Fei Fei Shum and the independent non-executive Directors are Mr. Robert Gazzi, Mr. Wang Shou Zhi, Mr. Christopher Thomas and Ms. Li Ping.*

*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 joint 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 joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, Mr. Han Zi Jing, Ms. Junrong Zhao, Mr. Liang Chen, Mr. Stephen Hon Chiu 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 joint 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 joint 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 joint announcement the omission of which would make any statement in this joint announcement misleading.*



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

*The sole director of Forward Elite accepts full responsibility for the accuracy of the information contained in this joint 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 joint 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 joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint 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 joint 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 joint 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 joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint 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 joint 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 joint 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 joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint 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 (“**JCDecaux Directors**”).*

*The JCDecaux Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint 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 joint 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 joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, Ms. 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 joint 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 joint 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 joint announcement the omission of which would make any statement in this joint announcement misleading.*