

The Offer was made for the securities of a Bermuda company and while the Offer was subject to Hong Kong disclosure and procedural requirements. Investors should be aware that these requirements are different from those of the United States of America. If you are in doubt as to your rights and obligations under the Bermuda Companies Act or other laws of Bermuda in respect of this Notice, you should consult a solicitor or other professional adviser qualified to advise on Bermuda law. For further information, please refer to previous public announcements concerning the Offer and the Composite Document for details.

**NOTICE OF COMPULSORY ACQUISITION
TO DISSENTING SHAREHOLDERS OF
CLEAR MEDIA LIMITED**

白馬戶外媒體有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 100)

**FOLLOWING THE
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)**

To: The Shareholders holding the Remaining Offer Shares (as defined below)

DEFINED TERMS

Capitalized terms used in this Notice shall have the same meaning as ascribed to them in the Composite Document (as defined below), unless they are otherwise defined or the context otherwise requires.

* *For identification purpose only*

INTRODUCTION

Reference is made to (i) the Composite Document jointly issued by Ever Harmonic Global Limited (the “**Offeror**”) and Clear Media Limited (the “**Company**”) and despatched to the Shareholders on August 3, 2021 (“**Composite Document**”) for the voluntary conditional offer by CLSA Limited and China International Capital Corporation Hong Kong Securities Limited for and on behalf of the Offeror to acquire all the issued Shares of the Company (other than those Shares owned or agreed to be acquired by the Offeror or parties acting in concert with the Offeror), and (ii) the announcement jointly issued by the Offeror and the Company on August 24, 2021 in which it was announced that as at 4:00 p.m. on August 24, 2021, being the latest time for acceptances of the Offer, the Offeror had received valid acceptances of the Offer in respect of 62,245,184 Offer Shares (all of which were held by the Disinterested Shareholders) under the Offer, representing approximately 11.49% of the issued Shares of the Company and approximately 97.34% of the Disinterested Shares as at the date of the said joint announcement, whereby the Share Alternative was selected in respect of 58,774,450 Offer Shares (representing, as at the date of the said joint announcement, approximately 94.42% of all the Offer Shares validly tendered for acceptance of the Offer) and the Cash Alternative was selected in respect of 3,470,734 Offer Shares (representing, as at the date of the said joint announcement, approximately 5.58% of all the Offer Shares validly tendered for acceptance of the Offer).

The Offeror will privatize the Company by exercising its rights under Section 103(1) of the Bermuda Companies Act to compulsorily acquire those Offer Shares not acquired by the Offeror under the Offer (the “**Remaining Offer Share(s)**”).

The Remaining Offer Shares will be acquired by the Offeror at the date of completion of the Compulsory Acquisition (as defined below) free from all liens, claims, charges, pledges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching thereto, including the right to receive in full all dividends (whether final or interim) and other distributions (if any) declared, made or paid thereon after the completion of the Compulsory Acquisition.

You have either not assented to the Offer or failed or refused to transfer your Shares to the Offeror in accordance with the Composite Document, and you are therefore regarded as a “dissenting shareholder” for the purposes of Section 103(1) of the Bermuda Companies Act.

NOTICE OF COMPULSORY ACQUISITION

YOU ARE HEREBY NOTIFIED that, pursuant to Section 103(1) of the Bermuda Companies Act, the Offeror desires to acquire your Shares at the Offer Price (being HK\$7.12 for each Offer Share (the “Compulsory Acquisition Consideration”)) (the “Compulsory Acquisition”).

By virtue of giving this Notice to you, the Offeror is entitled and bound to acquire your Shares on the terms of the Offer, subject only to your right to apply to the Supreme Court of Bermuda (the “**Court**”) within one month from the date on which this Notice is given for an order to the contrary.

Unless the Court has, on an application by you as a dissenting shareholder, ordered to the contrary, the Offeror will, on the expiration of one month from the date of this Notice, or, if an application to the Court by you as a dissenting shareholder is then pending, after that application has been disposed of, transmit a copy of this Notice to the Company together with an instrument of transfer executed on your behalf by any person appointed by the Offeror and on its own behalf by the Offeror, and pay or transfer to the Company the amount representing the price payable by the Offeror to you for your Shares which, by virtue of Section 103(1) of the Bermuda Companies Act, the Offeror is entitled to acquire. The Company shall thereupon register the Offeror as the holder of your Shares.

The Offeror will bear the ad valorem stamp duty payable by both the seller and the buyer arising in connection with acceptances of the Offer and the transfer of Shares, each amounting to a rate of 0.13% of the consideration payable in respect of the relevant acceptances by the relevant Offer Shareholders i.e. the sellers' ad valorem stamp duty will not be deducted from the consideration amount to which you are entitled for such compulsory acquisition. The Company will hold the consideration amount in a separate bank account on trust for you in accordance with Section 103(6B) of the Bermuda Companies Act. You will not receive the consideration amount until you apply in writing to the Company and provide satisfactory evidence of your entitlement to such consideration.

PROCEDURES FOR TRANSFER AND SETTLEMENT

A form of request applying for payment of consideration ("**Form of Request**") is enclosed. You may complete and sign the Form of Request and return it by post or by hand, marked "**Clear Media Limited – Compulsory Acquisition**" on the envelope, to the Registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof) for your former holding of the Remaining Offer Shares as soon as possible but in any event, at or before 4:00 p.m. (Hong Kong time) on September 27, 2021.

If you do not complete and return the Form of Request at or before 4:00 p.m. (Hong Kong time) on September 27, 2021, there will be a delay in the payment of the Compulsory Acquisition Consideration to you as the Offeror will then be required to pay the Compulsory Acquisition Consideration to the Company rather than directly to you. Under the Bermuda Companies Act, the Company is required to hold the Compulsory Acquisition Consideration in a separate bank account on trust for you. The Compulsory Acquisition Consideration will be held in the account until the earlier of: (i) a claim being made and the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof) being provided to the satisfaction of the Company; and (ii) the expiry of six years from the completion of the Compulsory Acquisition.

Following receipt of your Form of Request and the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof), the Offeror will, after completion of the transfer of your Remaining Offer Shares to the Offeror, arrange for the consideration amount to which you are entitled to be sent through ordinary post by way of cheque (without interest and at your own risk) in accordance with the instructions given on your Form of Request.

You will not receive the Compulsory Acquisition Consideration until the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or a satisfactory indemnity or indemnities required in respect thereof) of your Remaining Offer Share(s) have been provided to the satisfaction of the Company and the Offeror.

If you are unable to produce the share certificate(s) for your former holding of the Remaining Offer Shares, please complete the section entitled “Missing Certificates” in the Form of Request and sign the Form of Request and return it by post or by hand, marked “**Clear Media Limited – Compulsory Acquisition**” on the envelope, to the Registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, requesting that a form of indemnity and statutory declaration in the prescribed form be sent to you for your completion.

No acknowledgement of receipt of any Form of Request, share certificate(s), transfer receipt(s) or any other document(s) of title (or any indemnity or indemnities in respect thereof) will be given.

By Order of the Board
For and on behalf of
Ever Harmonic Global Limited

Han Zi Jing
Director
August 25, 2021