

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Offeror and/or the Holdco and/or the Company nor shall there be any sale, purchase or subscription for securities of the Offeror and/or the Holdco and/or the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

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 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)**

**(1) COMPLETION OF COMPULSORY ACQUISITION
AND
(2) WITHDRAWAL OF LISTING OF THE SHARES**

Lead Financial Adviser to the Offeror



Joint Financial Adviser to the Offeror



* For identification purpose only

INTRODUCTION

References are made to (i) the announcement jointly issued by Ever Harmonic Global Limited (the “**Offeror**”) and Clear Media Limited (the “**Company**”) dated July 5, 2021; (ii) the clarification announcement jointly issued by the Offeror and the Company dated July 28, 2021; (iii) the announcement in relation to the despatch of the composite document jointly issued by the Offeror and the Company dated August 2, 2021; (iv) the composite document (the “**Composite Document**”) jointly issued by the Offeror and the Company dated August 3, 2021; (v) the announcement jointly issued by the Offeror and the Company dated August 10, 2021 in relation to, among other things, the Offer becoming unconditional in all respects; and (vi) the announcement jointly issued by the Offeror and the Company dated August 24, 2021 in relation to, among other things, the close of the Offer and the despatch of the Compulsory Acquisition Notices (the “**Closing Announcement**”). Capitalized terms used herein shall have the same meanings as those defined in the Composite Document and the Closing Announcement, unless the context herein requires otherwise.

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

COMPLETION OF COMPULSORY ACQUISITION

As mentioned in the Closing Announcement, the Offeror had on August 25, 2021 despatched the Compulsory Acquisition Notices to the Remaining Offer Shareholders who have not accepted the Offer by 4:00 pm on August 24, 2021.

As mentioned in the Closing Announcement, when the Compulsory Acquisition Notices are given, the Offeror will be entitled and bound to acquire the Remaining Offer Share(s) from the Remaining Offer Shareholder(s). As such, the Offeror has become entitled and bound to acquire all the Remaining Offer Shares in accordance with the terms of the Offer and as set out in the Compulsory Acquisition Notices, and the Compulsory Acquisition was completed on September 27, 2021. As a result of, and with effect from, the completion of the Compulsory Acquisition, the Company became a wholly-owned subsidiary of the Offeror.

Based on a search of the Cause Book of the Court on September 27, 2021, no application was made to the Court by the Remaining Offer Shareholders to appraise the value of their Remaining Offer Share(s).

The cheque(s) for payment of the Compulsory Acquisition Consideration for the Remaining Offer Shares held by those Remaining Offer Shareholders who have completed and returned the Form of Request will be despatched by the Offeror by October 7, 2021 by ordinary post at the risk of such Remaining Offer Shareholders.

The amount representing the payment of the Compulsory Acquisition Consideration payable by the Offeror for the Remaining Offer Shares held by the Remaining Offer Shareholders who have not completed and returned the Form of Request will be transferred to the Company by the Offeror and will be paid into a separate bank account by the Company, and will be held on trust for the Remaining Offer Shareholders in accordance with Section 103(6B) of the Bermuda Companies Act 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 by such Remaining Offer Shareholders to the satisfaction of the Company; and (ii) the expiry of six years from the completion of the Compulsory Acquisition. The Remaining Offer Shareholders who have not completed and returned the Form of Request are hereby requested to approach the Company forthwith to claim their respective entitlements under the trust.

WITHDRAWAL OF LISTING OF THE SHARES

The Stock Exchange has approved the withdrawal of listing of the Shares from the Stock Exchange pursuant to Rule 6.15(1) of the Listing Rules. The listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on September 28, 2021.

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, September 28, 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 Gazzzi, 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.