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CLEAR MEDIA LIMITED

白馬戶外媒體有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 100)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Clear Media Limited (the “**Company**”) will be held at Room 1202, 12th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 26 April 2019 at 3:00 p.m. (the “**SGM**”), for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the terms of the Advertising Services Framework Agreement, the related Continuing Connected Transactions and the Proposed Annual Caps as described in the circular of the Company dated 4 April 2019 be and are hereby generally and unconditionally approved, confirmed and ratified and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the transactions contemplated thereunder.”
2. “**THAT** upon the assignment (if any) of the Advertising Services Framework Agreement according to its terms, the assignee will assume the obligations and rights of Guangdong White Horse Advertising Company Limited, Hainan White Horse Media Advertising Co., Ltd or White Horse (Shanghai) Investment Company Limited, as applicable, under the Advertising Services Framework Agreement and the applicable annual caps for the transactions under the Advertising Services Framework Agreement will remain unchanged.”

By Order of the Board
Clear Media Limited
Jeffrey Yip
Company Secretary

Hong Kong, 4 April 2019

* *For identification purpose only*

Principal Place of Business in Hong Kong:

Room 1202
12th Floor
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present.
3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. For the purposes of holding the SGM, the register of members of the Company will be closed from Tuesday, 23 April 2019 to Friday, 26 April 2019 (both days inclusive), during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 18 April 2019.
5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the SGM, the SGM will be adjourned. The Company will post an announcement on the Stock Exchange website (www.hkexnews.hk) and the Company website (www.clear-media.net) to notify shareholders of the date, time and place of the adjourned meeting.

The SGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the SGM under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr. Joseph Tcheng
Mr. Han Zi Jing
Mr. Zhang Huai Jun

Non-executive Directors:

Mr. William Eccleshare
Mr. Peter Cosgrove
Mr. Zhu Jia
Mr. Michael Saunter

Independent Non-executive Directors:

Mr. Wang Shou Zhi
Ms. Leonie Ki Man Fung
Mr. Thomas Manning
Mr. Robert Gazzi

Alternate Directors:

Mr. Zou Nan Feng
(Alternate to Mr. Zhang Huai Jun)
Mr. Adam Tow
(Alternate to Mr. William Eccleshare)