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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual 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 Thursday, 30 May 2019 at 5:00 p.m. (the “**AGM**”), for the following purposes:

### ORDINARY RESOLUTIONS

As ordinary business to consider, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:

1. to receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2018;
2. to declare a final dividend of HK\$0.17 per share out of the retained earnings and the contributed surplus account of the Company in respect of the year ended 31 December 2018;
3.
  - (a) to re-elect Mr. Joseph Tcheng as an executive director of the Company;
  - (b) to re-elect Mr. Zhang Huai Jun as an executive director of the Company;
  - (c) to re-elect Mr. William Eccleshare as a non-executive director of the Company;  
and
  - (d) to elect Mr. Michael Saunter as a non-executive director of the Company
4. to re-elect Mr. Wang Shou Zhi (who has served as an independent non-executive director of the Company for more than 9 years) as an independent non-executive director of the Company;
5. to authorize the board of directors of the Company (the “**Board**”) to fix the remuneration of all the Directors for the year ending 31 December 2019;

\* *For identification purpose only*

6. to re-appoint Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2019;

As special business to consider, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:

7. **“THAT:**

- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK\$0.10 each in the capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Hong Kong Code on Share Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**) as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of Shares in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

**“Relevant Period”** means the period from the passing of this Resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the **“Bye-laws”**) or applicable laws to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by ordinary resolution of the shareholders of the Company (the **“Shareholders”**) in general meeting.”

8. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws, shall not exceed 20% of the number of Shares in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

**“Relevant Period”** means the period from the passing of this Resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law or by the Bye-laws to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by ordinary resolution of the Shareholders in general meeting; and

**“Rights Issue”** means an offer of shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company (the **“Register of Members”**) on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

9. “**THAT:**

Subject to the passing of Resolutions 7 and 8 set out in this notice of the AGM, the total number of Shares which are purchased by the Company pursuant to the authority granted to the Directors under Resolution 7 set out in this notice of the AGM shall be added to the total number of Shares that may be allotted or agreed to be allotted by the Directors pursuant to Resolution 8 set out in this notice of the AGM.”

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

Hong Kong, 16 April 2019

*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 AGM is entitled to appoint one or more proxies to attend and, on a poll, 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 AGM. Completion and return of a 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 in respect of the joint shareholding.
4. In relation to the ordinary resolution set out in item 7 of this notice, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate or for the benefit of the Shareholders. The explanatory statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares is set out in Appendix I of the circular on, amongst others, general mandates to repurchase and issue shares to be published by the Company on 16 April 2019.

5. In relation to the ordinary resolution set out in item 8 of this notice, the Directors wish to state that they have no immediate plans to issue any new shares of the Company.
6. For the purposes of holding the AGM, the Register of Members will be closed from Monday, 27 May 2019 to Thursday, 30 May 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 Friday, 24 May 2019.
7. The Register of Members will be closed from Wednesday, 12 June 2019 to Friday, 14 June 2019 (both days inclusive), during which period no share transfers will be registered. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 11 June 2019.

*As at the date of this circular, 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  
Mr. Robert Gazzi  
Ms. Leonie Ki Man Fung  
Mr. Thomas Manning

*Alternate Director:*

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

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