

If you are in any doubt as to any aspect of this supplementary circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Clear Media Limited, you should at once hand this supplementary circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

RE-APPOINTMENT OF AUDITORS AND NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

This supplementary circular should be read together with the Original Circular.

A notice convening the adjourned annual general meeting of Clear Media Limited to be held at Room 1202, 12th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 17 August 2018 at 3:00 p.m. is set out on pages 5 to 6 of this supplementary circular.

A proxy form for use at the adjourned annual general meeting is enclosed with this supplementary circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the adjourned annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the adjourned annual general meeting or any adjournment thereof should you so wish.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	2
2. Re-appointment of Auditors	3
3. Responsibility Statement	3
4. The Adjourned Annual General Meeting	3
5. Recommendation	4
NOTICE OF ADJOURNED ANNUAL GENERAL MEETING	5

DEFINITIONS

In this supplementary circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Adjourned AGM”	the adjourned annual general meeting of the Company to be held at Room 1202, 12th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 17 August 2018 at 3:00 p.m., to consider and, if appropriate, to approve the resolution contained in the notice of the Adjourned AGM set out on pages 5 to 6 of this supplementary circular
“AGM”	the annual general meeting of the Company held on 29 May 2018
“Board”	the board of directors of the Company
“Company”	Clear Media Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Stock Exchange (stock code: 100)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Circular”	the circular of the Company dated 25 April 2018 relating to the AGM
“Poll Results Announcement”	the announcement of the Company dated 29 May 2018 relating to the poll results of the AGM
“PRC”	the People’s Republic of China
“Register of Members”	the register of members of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

CLEAR MEDIA LIMITED

白馬戶外媒體有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 100)

Executive Directors:

Mr. Joseph Tcheng (*Chairman*)
Mr. Han Zi Jing
Mr. Zhang Huai Jun

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Non-executive Directors:

Mr. William Eccleshare
Mr. Peter Cosgrove
Mr. Zhu Jia
Mr. Cormac O'Shea

*Principal Place of Business
in Hong Kong:*

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

Independent Non-executive Directors:

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

Alternate Director:

Mr. Zou Nan Feng (*alternate to Mr. Zhang Huai Jun*)

31 July 2018

To the Shareholders

Dear Sir/Madam,

RE-APPOINTMENT OF AUDITORS AND NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

1. INTRODUCTION

References are made to the Original Circular and the Poll Results Announcement.

As set out in the Original Circular and the Poll Results Announcement, given that the Company required more time to consider the appointment of its external auditors, the business of appointment of auditors of the Company and the fixing of its remuneration was not considered at the AGM and has been adjourned to be considered at the Adjourned AGM.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this supplementary circular is to provide you with the relevant information regarding the re-appointment of Ernst & Young as the auditors of the Company and to authorise the Board to fix the remuneration of the auditors for the year ending 31 December 2018; and to give you notice of the Adjourned AGM at which resolution will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

2. RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Adjourned AGM to re-appoint Ernst & Young as the external auditors of the Company to hold office from the conclusion of the Adjourned AGM until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 December 2018.

The Board notes that Ernst & Young has disclaimed an opinion in its auditor's report (the "Disclaimer") on the consolidated financial statements of the Group for the year ended 31 December 2017, details of which are set out in the annual results announcement of the Company dated 29 March 2018 and the annual report of the Company for 2017. In this regard, the Company has been taking steps and is making progress with Ernst & Young in addressing their concerns raised in the Disclaimer.

As Ernst & Young is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31 December 2018 could be performed more efficiently by Ernst & Young, which is in the best interests of the Company and the Shareholders as a whole.

3. RESPONSIBILITY STATEMENT

This supplementary circular includes particulars given in compliance with the Listing Rules for the purpose of giving information relating to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplementary circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this supplementary circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts not contained in this supplementary circular, the omission of which would make any statement in this supplementary circular incorrect or misleading.

4. THE ADJOURNED ANNUAL GENERAL MEETING

A notice convening the Adjourned AGM is set out on pages 5 to 6 of this supplementary circular. At the Adjourned AGM, a resolution will be proposed to approve the re-appointment of Ernst & Young as the auditors of the Company and to authorise the Board to fix the remuneration of the auditors for the year ending 31 December 2018.

Enclosed with this supplementary circular is a proxy form for use at the Adjourned AGM. Whether or not you intend to attend the Adjourned AGM, you are requested to

LETTER FROM THE BOARD

complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the Adjourned AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the Adjourned AGM should you so wish. In the event that a Shareholder having lodged a proxy form attends the Adjourned AGM, his proxy form will be deemed to have been revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution to be considered and, if thought fit, approved at the Adjourned AGM will be voted by way of a poll by the Shareholders. Results of the poll voting will be published on the Company's websites at www.clear-media.net and www.irasia.com/listco/hk/clearmedia and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the closing of the Adjourned AGM.

5. RECOMMENDATION

The Directors are of the opinion that the re-appointment of Ernst & Young as the auditors of the Company and to authorise the Board to fix the remuneration of the auditors for the year ending 31 December 2018 are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution proposed at the Adjourned AGM.

No Shareholder is required to abstain from voting in respect of the resolution to be proposed at the Adjourned AGM under the Listing Rules.

For and on behalf of the Board
Clear Media Limited
Joseph Tcheng
Chairman

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

CLEAR MEDIA LIMITED

白馬戶外媒體有限公司



(Incorporated in Bermuda with limited liability)

(Stock Code: 100)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned 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 Friday, 17 August 2018 at 3:00 p.m. (the “**Adjourned AGM**”), for the following purposes:

ORDINARY RESOLUTION

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

1. To re-appoint Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company (the “**Board**”) to fix their remuneration for the year ending 31 December 2018.

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

Hong Kong, 31 July 2018

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 Adjourned 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 Adjourned 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.

* *For identification purpose only*

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

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. For the purposes of holding the Adjourned AGM, the Register of Members will be closed from Tuesday, 14 August 2018 to Friday, 17 August 2018 (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 Monday, 13 August 2018.

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. Cormac O'Shea

Independent Non-executive Directors:

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

Alternate Director:

Mr. Zou Nan Feng
(Alternate to Mr. Zhang Huai Jun)