

**ICLICK INTERACTIVE ASIA GROUP LIMITED**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON**  
**MARCH 8, 2024**

Dear Shareholder:

Notice is hereby given that an extraordinary general meeting of the shareholders of iClick Interactive Asia Group Limited (referred to herein alternately as the “Company,” “us,” “we” or other terms correlative thereto), will be held on March 8, 2024 at 9:00 a.m.(Hong Kong time) or on March 7, 2024 at 8:00 p.m.(New York time).

Only registered holders of Class A ordinary shares of the Company, par value US\$0.001 per share (each, a “Class A Share”), and Class B ordinary shares of the Company, par value US\$0.001 per share (each, a “Class B Share;” and the Class B Shares together with the Class A Shares, the “Shares”), as of the close of business in the Cayman Islands on February 15, 2024 (the “Share Record Date”) or their proxy holders are entitled to attend and vote at this extraordinary general meeting or any adjournment thereof. At the extraordinary general meeting, you will be asked to consider and vote upon the following resolutions:

1. **RESOLVED AS A SPECIAL RESOLUTION THAT** the Agreement and Plan of Merger, dated as of November 24, 2023 (the “Merger Agreement”), among the Company, TSH Investment Holding Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Parent”), and TSH Merger Sub Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands and a wholly owned subsidiary of Parent (“Merger Sub”), pursuant to which Merger Sub will be merged with and into the Company (the “Merger”), with the Company continuing as the surviving company (the “Surviving Company”) and becoming a wholly owned subsidiary of Parent (such Merger Agreement being in the form attached as Annex A to the proxy statement which has been filed with the U.S. Securities and Exchange Commission (the “SEC”) and can be obtained from the SEC's website [www.sec.gov](http://www.sec.gov) (the “Proxy Statement”), and such Proxy Statement will be produced and made available for inspection at the extraordinary general meeting), the plan of merger required to be registered with the Registrar of Companies of the Cayman Islands in connection with the Merger (the “Plan of Merger”) (such Plan of Merger being in the form attached as Annex B to the Proxy Statement, and the consummation of the transactions contemplated by the Merger Agreement and the Plan of Merger (collectively, the “Transactions”) including the Merger, be confirmed, ratified and approved in all respects;
2. **RESOLVED AS A SPECIAL RESOLUTION THAT** Merger Sub be and is hereby authorized to merge with and into the Company so that the Company be the surviving company and all the undertaking, property and liabilities of Merger Sub vest in the Company by virtue of such merger pursuant to the Companies Act (As Revised) of the Cayman Islands;
3. **RESOLVED AS A SPECIAL RESOLUTION THAT** upon the Merger becoming effective, the authorized share capital of the Company be varied from US\$100,000 divided into 100,000,000 Shares of US\$0.001 par value per share, of which 80,000,000 are Class A Shares and 20,000,000 are Class B Shares, to US\$50,000 divided into 50,000 ordinary shares of par value US\$1.00 each (the “Variation of Capital”);
4. **RESOLVED AS A SPECIAL RESOLUTION THAT** upon the Effective Time (as defined in the Plan of Merger), the amending and restating of the Company’s current amended and restated memorandum and articles of association by the adoption of the new amended and restated memorandum and articles of association in the form attached as Appendix II to the Plan of Merger (the “Adoption of Amended M&A”) be authorized and approved;
5. **RESOLVED AS AN ORDINARY RESOLUTION THAT** each of the members of the Special Committee and Chief Financial Officer of the Company be authorized to do all things necessary to give effect to the Merger Agreement, the Plan of Merger and the consummation of the Transactions, including the Merger, and, upon the Merger becoming effective, the Variation of Capital and the Adoption of Amended M&A; and

**6. IF NECESSARY, AS AN ORDINARY RESOLUTION, THAT** the extraordinary general meeting be adjourned in order to allow the Company to solicit additional proxies in the event that there are insufficient proxies received at the time of the extraordinary general meeting to pass the special resolutions to be proposed at the extraordinary general meeting.

Please refer to the Proxy Statement for more information. A list of the Company's shareholders will be available at its principal executive office at 15/F Prosperity Millennia Plaza, 663 King's Road, Quarry Bay, Hong Kong, China, during ordinary business hours for the two business days immediately prior to the extraordinary general meeting.

Pursuant to the Support Agreement entered into on November 24, 2023, each of Rollover Shareholders will vote all Shares (including Shares represented by ADSs) beneficially owned by each of the Rollover Shareholders as of the date of the Merger Agreement, together with any Shares acquired (whether beneficially or of record) by it after the date of the Merger Agreement and prior to the Effective Time of the Merger, including any Shares or securities of the Company acquired by means of purchase, dividend or distribution, or issued upon the exercise or settlement of any Company Options, RSUs, or warrants or conversion of any convertible securities or otherwise (collectively, the "Rollover Shares") in favor of the authorization and approval of the Merger Agreement, the Plan of Merger and the Transactions, including the Merger, and to take certain other actions in furtherance of the Transactions, including the Merger. As of the date of this notice, the Rollover Shareholders collectively beneficially own 13,107,608 Class A Shares (including Class A Shares represented by ADSs) and 4,385,078 Class B Shares, which in the aggregate represent approximately 35% in number and approximately 69% in voting rights of the Company's issued and outstanding Shares.

After careful consideration and upon the unanimous recommendation of the Special Committee, the Board (a) determined that the Merger as contemplated in the Merger Agreement and the Plan of Merger is fair to, and in the best and commercial interests of the Company and the Unaffiliated Security Holders and it is advisable for the Company to enter into the Merger Agreement, the Plan of Merger, and to consummate the Transactions, including the Merger, (b) authorized and approved the Merger Agreement, the Plan of Merger, the Transactions, including the Merger, and (c) resolved to recommend the approval and authorization of the Merger Agreement, the Plan of Merger and the consummation of the Transactions, including the Merger, to the shareholders of the Company and directed that the Merger Agreement, the Plan of Merger and the consummation of the Transactions, including the Merger, be submitted to the shareholders of the Company for authorization and approval. **The Board recommends that you vote FOR the proposal to authorize and approve the execution, delivery and performance of Merger Agreement, the Plan of Merger, and the consummation of the Transactions, including the Merger, and, upon the Merger becoming effective, the Variation of Capital and the Adoption of Amended M&A, FOR the proposal to authorize each of the members of the Special Committee and the Chief Financial Officer of the Company to do all things necessary to give effect to the Merger Agreement, the Plan of Merger, and the Transactions, including the Merger, and, upon the Merger becoming effective, the Variation of Capital and the Adoption of Amended M&A, and FOR the proposal to adjourn the extraordinary general meeting in order to allow the Company to solicit additional proxies in the event that there are insufficient proxies received at the time of the extraordinary general meeting to pass the special resolutions to be proposed at the extraordinary general meeting.**

Regardless of the number of Shares or ADSs you own, your vote is very important. The Merger cannot be completed unless the Merger Agreement, the Plan of Merger and the consummation of the Transactions, including the Merger, are authorized and approved by a special resolution (as defined in the CICA) of the Company passed by an affirmative vote of holders of Shares representing at least two-thirds of the voting power of the outstanding Shares present and voting in person or by proxy, or in the case of corporations, by their duly authorized representatives, as a single class at the extraordinary general meeting or any adjournment or postponement thereof (such affirmative vote, the "Requisite Company Vote"). As of the date of the Proxy Statement, the Rollover Shareholders together beneficially owns in the aggregate 13,107,608 Class A Shares and 4,385,078 Class B Shares, which collectively represent approximately 35% of the Company's total issued and outstanding Shares and approximately 69% of the voting power of the total issued and outstanding Shares as of the date of the Proxy Statement, all of which will be voted in favor of the authorization and approval of the Merger Agreement, the Plan of Merger and the consummation of the Transactions, including the Merger. Accordingly, based on 44,489,756 Class A Shares and 5,034,427 Class B Shares expected to be issued

and outstanding as of Share Record Date, and assuming the Rollover Shareholders' compliance with their voting obligations under the Support Agreement to vote all their Rollover Shares in favor of the special resolutions, a quorum will be present at the extraordinary general meeting and sufficient votes will be cast to authorize and approve the Merger Agreement, the Plan of Merger and the consummation of the Transactions, including the Merger, and to take certain other actions in furtherance of the Transactions, including the Merger.

Regardless of whether you plan to attend the extraordinary general meeting in person, we request that you submit your proxy in accordance with the instructions set forth on the proxy card as promptly as possible. To be valid, your proxy card must be completed, signed and returned to the Company's offices (to the attention of: Investor Relations Department) at 15/F Prosperity Millennium Plaza, 663 King's Road, Quarry Bay, Hong Kong, China, no later than 9:00 a.m. (Hong Kong time) on March 6, 2024 or 8:00 p.m. (New York time) on March 5, 2024, being 48 hours before the time appointed for the extraordinary general meeting. The proxy card is the "instrument of proxy" and the "instrument appointing a proxy" as referred to in the Company's articles of association. Each registered holder of Shares has 1 vote for each Class A Share or 20 votes for each Class B Share held as of close of business Cayman Islands time on the Share Record Date. If you receive more than one proxy card because you own Shares that are registered in different names, please vote all of your Shares shown on each of your proxy cards in accordance with the instructions set forth on the proxy card.

Completing the proxy card in accordance with the instructions set forth on the proxy card will not deprive you of your right to attend the extraordinary general meeting and vote your Shares in person. Please note, however, that if your Shares are registered in the name of a broker, bank or other nominee and you wish to vote at the extraordinary general meeting in person, you must obtain from the record holder a proxy issued in your name.

If you abstain from voting, fail to cast your vote in person, fail to complete and return your proxy card in accordance with the instructions set forth on the proxy card, or fail to give voting instructions to your broker, bank or other nominee, your vote will not be counted.

If you own ADSs as of the close of business in New York City on February 15, 2024 (the "ADS Record Date") (and do not surrender such ADSs and become a registered holder of the Shares underlying such ADSs as explained below), you cannot vote at the extraordinary general meeting directly, but you may give voting instructions, utilizing the ADS Voting Instruction Card instructing JPMorgan Chase Bank, N.A., (the "ADS Depository"), in its capacity as the ADS Depository and the holder of the Shares underlying your ADSs, how to vote the Shares underlying your ADSs by completing and signing such ADS voting instruction card and returning it in accordance with the instructions printed on it as soon as possible. The ADS Depository must receive your instructions no later than 9:00 a.m. (New York City time) on March 5, 2024 in order to ensure the Shares underlying your ADSs are voted at the extraordinary general meeting. If you hold your ADSs in a brokerage, bank, securities intermediary or other account, you must rely on the procedures of the broker, bank or other securities intermediary through which you hold your ADSs if you wish to provide voting instructions. Please note that the voting instruction deadline of your brokerage, bank, securities intermediary or other account holder will be sooner than the deadline set forth above for registered ADS holders.

Alternatively, if you own ADSs as of the close of business in New York City on the ADS Record Date, you may vote at the extraordinary general meeting directly if you surrender your ADSs and become a registered holder of the Shares underlying your ADSs prior to the close of business in the Cayman Islands on the Share Record Date. If you wish to surrender your ADSs for the purpose of voting Shares directly, you need to make arrangements to deliver your ADSs to the ADS Depository for cancellation before the close of business in New York City on February 8, 2024 together with (a) delivery instructions for the corresponding Shares by such ADSs (including, if applicable, the name and address of person who will be the registered holder of such Shares), (b) payment of the ADS Depository's fees associated with such cancellation (US\$0.05 per ADS cancelled and any other fees, charges and expenses payable pursuant to the terms of the Deposit Agreement), which will not be borne by the Surviving Company, and any applicable taxes or governmental charges, and (c) a certification in a form provided by the ADS Depository certifying that the ADS holder either (i) beneficially owned the relevant ADSs as of the ADS Record Date and has not given, and will not give, voting instructions to the ADS Depository as to the ADSs being cancelled (or have cancelled all voting instructions previously given), or has given voting instructions to the ADS Depository

as to the ADSs being cancelled but undertakes not to vote the corresponding Shares at the extraordinary general meeting, or (ii) did not beneficially own the relevant ADSs as of the ADS Record Date and undertakes not to vote the corresponding Shares at the extraordinary general meeting. If you hold your ADSs in a brokerage, bank, securities intermediary or other account, please contact your broker, bank or other securities intermediary to find out what actions you need to take to instruct the broker, bank or other securities intermediary to surrender the ADSs on your behalf. It is difficult to predict how long the steps described above may take. ADS holders that wish to surrender to become registered holders of Shares are advised to take action as soon as possible.

When proxies are properly dated, executed and returned by holders of Shares, the Shares they represent will be voted at the extraordinary general meeting in accordance with the instructions of such shareholders.

Registered holders of Shares who validly exercise and have not effectively withdrawn or lost their right to dissent from the Merger will have the right to receive payment of the fair value of their Shares as determined by the Court in accordance with Section 238 of the CICA if the Merger is completed, but only if they deliver to the Company, before the vote to authorize and approve the Merger is taken at the extraordinary general meeting, a written objection to the Merger and subsequently comply with all procedures and requirements of Section 238 of the CICA for the exercise of dissenters' rights, a copy of which is attached as Annex D to the Proxy Statement. The fair value of their Shares as determined by the Court under the CICA could be more than, the same as, or less than the merger consideration they would receive pursuant to the Merger Agreement if they do not exercise dissenters' rights with respect to their Shares.

**ADS HOLDERS WILL NOT HAVE THE RIGHT TO EXERCISE DISSENTERS' RIGHTS AND RECEIVE PAYMENT OF THE FAIR VALUE OF THE SHARES UNDERLYING THEIR ADSs AS DETERMINED BY THE COURT. THE ADS DEPOSITARY WILL NOT EXERCISE OR ATTEMPT TO EXERCISE ANY DISSENTERS' RIGHTS WITH RESPECT TO ANY OF THE SHARES THAT IT HOLDS, EVEN IF AN ADS HOLDER REQUESTS THE ADS DEPOSITARY TO DO SO. ADS HOLDERS WISHING TO EXERCISE DISSENTERS' RIGHTS MUST, BEFORE CLOSE OF BUSINESS (NEW YORK CITY TIME) ON FEBRUARY 23, 2024, SURRENDER THEIR ADSs TO THE ADS DEPOSITARY FOR CANCELLATION AND DELIVERY OF SHARES, PAY THE ADS DEPOSITARY'S FEES REQUIRED FOR THE CANCELLATION OF THEIR ADSs (US\$0.05 PER ADS CANCELLED AND ANY OTHER FEES, CHARGES AND EXPENSES PAYABLE PURSUANT TO THE TERMS OF THE DEPOSIT AGREEMENT), AND ANY APPLICABLE TAXES OR GOVERNMENTAL CHARGES, AND PROVIDE DELIVERY INSTRUCTIONS FOR THE CORRESPONDING SHARES, AND SIGN A CERTIFICATION IN A FORM PROVIDED BY THE ADS DEPOSITARY CERTIFYING THAT THEY EITHER (I) BENEFICIALLY OWNED THE ADSs AS OF THE ADS RECORD DATE AND HAVE NOT GIVEN, AND WILL NOT GIVE, VOTING INSTRUCTIONS AS TO THE ADSs BEING CANCELLED (OR HAVE CANCELLED ALL VOTING INSTRUCTIONS PREVIOUSLY GIVEN), OR HAVE GIVEN VOTING INSTRUCTIONS TO THE ADS DEPOSITARY AS TO THE ADSs BEING CANCELLED BUT UNDERTAKE NOT TO VOTE THE CORRESPONDING SHARES AT THE EXTRAORDINARY GENERAL MEETING, OR (II) DID NOT BENEFICIALLY OWN THE RELEVANT ADSs AS OF THE ADS RECORD DATE AND UNDERTAKE NOT TO VOTE THE CORRESPONDING SHARES AT THE EXTRAORDINARY GENERAL MEETING, AND BECOME REGISTERED HOLDERS OF SHARES BY THE CLOSE OF BUSINESS IN THE CAYMAN ISLANDS ON THE SHARE RECORD DATE. THEREAFTER, SUCH FORMER ADS HOLDERS MUST ALSO COMPLY WITH THE PROCEDURES AND REQUIREMENTS FOR EXERCISING DISSENTERS' RIGHTS WITH RESPECT TO THE SHARES UNDER SECTION 238 OF THE CICA. IF THE MERGER IS NOT CONSUMMATED, THE COMPANY WOULD CONTINUE TO BE A PUBLIC COMPANY IN THE U.S. AND THE ADSs WOULD CONTINUE TO BE LISTED ON NASDAQ. THE COMPANY'S SHARES ARE NOT LISTED AND CANNOT BE TRADED ON ANY STOCK EXCHANGE OTHER THAN NASDAQ, AND IN SUCH CASE ONLY IN THE FORM OF ADSs. AS A RESULT, IF A FORMER ADS HOLDER HAS CANCELLED HIS, HER OR ITS ADSS TO EXERCISE DISSENTERS' RIGHTS AND THE MERGER IS NOT CONSUMMATED AND SUCH FORMER ADS HOLDER WISHES TO BE ABLE TO SELL HIS OR HER SHARES ON A STOCK EXCHANGE, SUCH FORMER ADS HOLDER WOULD NEED TO DEPOSIT HIS, HER OR ITS SHARES INTO THE COMPANY'S ADSs PROGRAM FOR THE**

**ISSUANCE OF THE CORRESPONDING NUMBER OF ADSs, SUBJECT TO THE TERMS AND CONDITIONS OF APPLICABLE LAW AND THE DEPOSIT AGREEMENT, INCLUDING, AMONG OTHER THINGS, PAYMENT OF RELEVANT FEES OF THE ADS DEPOSITARY FOR THE ISSUANCE OF ADSs (US\$0.05 PER ADS ISSUED) AND ANY APPLICABLE SHARE TRANSFER TAXES (IF ANY) AND RELATED CHARGES PURSUANT TO THE DEPOSIT AGREEMENT.**

If you have any questions or need assistance voting your Shares or ADSs, please contact our Investor Relations Department at +852-3700-9100 or by email at ir@i-click.com, for China, or at +1 516 222 2560 or by email at tomc@coreir.com, for the U.S.

The Merger Agreement, the Plan of Merger and the Transactions, including the Merger, are described in the Proxy Statement. Copies of the Merger Agreement and the Plan of Merger are included as Annex A and Annex B, respectively, to the Proxy Statement. We urge you to read the entire Proxy Statement carefully.

Notes:

1. In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at the extraordinary general meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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 holders.
2. The instrument appointing a proxy must be in writing under the hand of the appointer or of his or her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
3. A proxy need not be a member (registered shareholder) of the Company.
4. The proxy card must be deposited in the manner set out in the notice of the extraordinary general meeting. A proxy card that is not deposited in the manner permitted will be invalid.
5. Votes given in accordance with the terms of a proxy card will be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation was received by the Company at 15/F, Prosperity Millennia Plaza, 663 King's Road, Quarry Bay, Hong Kong S.A.R., Attention: Investor Relations Department, at least 48 hours before the commencement of the extraordinary general meeting, or adjourned meeting at which such proxy is used.

**BY ORDER OF THE BOARD OF DIRECTORS,**

/s/ Jian Tang

Jian Tang

Chairman of the Board