

## **ICLICK INTERACTIVE ASIA GROUP LIMITED INVESTMENT COMMITTEE CHARTER**

This Investment Committee Charter (the “Investment Committee Charter”) was adopted by the Board of Directors (the “Board”) of iClick Interactive Asia Group Limited, a Cayman Islands company (the “Company”) on 20<sup>th</sup> November, 2020, with immediate effect.

### **I. Investment Committee Purpose**

The purpose of the Investment Committee (the “Committee”) of the Board of the Company shall be to oversee the Company’s investment transactions, management, policies and guidelines.

### **II. Investment Committee Composition**

The Committee shall be comprised of three or more directors. The members of the Committee shall be determined at a meeting of the Board.

The Committee may form, and delegate its authority to, subcommittees as it deems appropriate. The Committee also may delegate investment functions to the Company’s investment personnel and to external managers, as it deems appropriate. The Board may appoint the Committee’s Chairperson, but if the Board has not appointed a Chairperson, the Committee shall elect a Chairperson from among its members.

### **III. Investment Committee Meetings**

The Committee shall establish a regular meeting schedule. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. All actions of the Committee will require the vote of a majority of its members present at the meeting of the Committee at which a quorum is present. The Committee shall maintain minutes of its meetings and shall regularly report on its actions to the Board.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to the subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall have access to any of the books and records of the Company that the Committee shall consider relevant to carrying out its duties and may require any officer or employee of the Company to attend meetings of the Committee and provide to it any information available to the Company relevant to the Committee's activities, except as the Board may otherwise direct.

#### **IV. Committee Authority and Responsibilities**

The Committee may form and delegate authority to subcommittees consisting of two or more members when appropriate.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

The Committee shall supervise the treasury management of the Company and make recommendations to the Board on the appropriate amount of funds of the Company to be managed by the treasury team of the Company (the "Treasury Team"). The Treasury Team is currently comprised of the chief financial officer, the financial controller and the investment director of the Company. The Treasury Team shall submit the relevant investment reports to the Committee for its review at least semi-annually.

The Committee shall maintain minutes for all of its meetings and report any actions or meetings to the Board at the next Board meeting.

The Committee shall have the authority, power and responsibility to:

1. Review and recommend to the Board for its approval of the Company's overall investment policy and guidelines, including asset allocation ranges, which shall apply to the Company and all of its subsidiaries and variable interest entities;
2. Approve any one transaction (for the avoidance of doubt, any series of related transactions shall be deemed as one transaction) to be conducted by the Company and/or its subsidiaries or variable interest entities in line with the Company's strategic plans and for purposes of the long term development of the Company, including without limitation any corporate acquisition, disposal of any business or subsidiary or variable interest entity, joint venture, and strategic equity investment, in a transaction amount of up to USD 5,000,000 (the "Transaction Limit"), which for the avoidance of doubt exclude any short-term investments; and recommend any proposed transaction exceeding this Transaction Limit to the Board for approval; and

3. Review the performance and compliance of each transaction conducted by the Company and/or its subsidiaries or variable interest entities (whether approved by the Committee or the Board) with the Company's investment policy and guidelines.

The Committee shall have such other powers and perform such other duties as the Board may from time to time delegate to it.

## **V. Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.