

ICLK INTERACTIVE ASIA GROUP LIMITED
15/F
Prosperity Millennia Plaza
663 King's Road, Quarry Bay
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NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 3, 2025

Notice is hereby given that iClick Interactive Asia Group Limited (“iClick,” “ListCo,” “ICLK” or the “Company”) will hold an extraordinary general meeting of shareholders on January 3, 2025 at 9:00 a.m. (Hong Kong time), or January 2, 2025 at 8:00 p.m. (New York time) at 15/F Prosperity Millennia Plaza, 663 King's Road, Quarry Bay, Hong Kong, People's Republic of China, and for any adjournment or postponement thereof.

Only registered holders of ordinary shares, par value US\$0.001 per share, of the Company (the “ICLK Shares”), whether or not represented by the Company's American Depositary Shares (the “ADS”), at the close of business on December 18, 2024 (New York time) (the “Record Date”) or their proxy holders are entitled to vote at this extraordinary general meeting or any adjournment thereof. Beneficial owners of the ADSs are welcome to attend this extraordinary general meeting. At the meeting, you will be asked to consider and vote upon the following resolutions:

as special resolutions:

THAT the agreement and plan of merger, dated as of November 29, 2024 (the “Merger Agreement”), by and among the Company, Overlord Merger Sub Ltd. (“Merger Sub”) and Amber DWM Holding Limited (“Amber DWM”), the plan of merger (the “plan of merger”) required to be registered with the Registrar of Companies in the Cayman Islands (such plan of merger being substantially in the form attached as Annex A to the accompanying proxy statement and to be produced and made available for inspection at the extraordinary general meeting) in order to give effect to the merger (the “Merger”) of Merger Sub with and into Amber DWM, with Amber DWM surviving as a wholly owned subsidiary of the Company (the “Surviving Entity”), and any and all transactions contemplated by the Merger Agreement and the plan of merger, be authorized and approved;

THAT the ninth amended and restated memorandum and articles of association of the Company be further amended and restated by their deletion in their entirety and the substitution of in their place of the tenth amended and restated memorandum and articles of association of the Company in the form attached as Annex C to the accompanying proxy statement with effective immediately prior to the effective time (the “Effective Time”) of the Merger (the “Amendment of M&A”);

THAT the name of the Company be changed from “iClick Interactive Asia Group Limited” to “Amber International Holding Limited” effective immediately prior to the Effective Time (the “Change of Name”);

THAT immediately prior to the Effective Time, the authorized share capital of the Company be varied as follows: all ICLK Class A Shares and all ICLK Class B Shares the holders of which have delivered a written notice to iClick to convert its ICLK Class B Shares to ICLK Class A Shares with immediate effect on the Closing Date immediately before the Effective Time (such ICLK Class B Shares, the “Converting ICLK Class B Shares”), in the authorized share capital of the Company (including all issued and outstanding ICLK Class A Shares and Converting ICLK Class B Shares, and all authorized but unissued ICLK Class A Shares and ICLK Class B Shares) shall be re-designated as New Class A Shares, all ICLK Class B Shares other than the Converting ICLK Class B Shares shall be re-designated as New Class B Shares (unless such New Class B Shares are otherwise required to be automatically converted into New Class A Shares in accordance with the Amendment of M&A (assuming the Amendment of M&A proposal is approved)), and the authorized share capital of the Company shall be US\$1,300,000 divided into 1,300,000,000 New Ordinary Shares comprising of (x) 1,191,000,000 New Class A Shares, and (y) 109,000,000 New Class B Shares (the “Variation of Share Capital”);

as an ordinary resolution:

THAT Wing Hong Sammy Hsieh, a director of the Company, be authorized to do all things necessary to give effect to the Merger Agreement, the plan of merger, and the transactions contemplated by the Merger Agreement and the plan of merger, including the Merger and, effective immediately prior to the Effective Time, the Amendment of M&A, the Change of Name and the Variation of Share Capital.

if necessary, as an ordinary resolution:

THAT the chairman of the extraordinary general meeting be instructed 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.

After careful consideration, the board of directors of the Company (the “Board”) authorized and approved the Merger Agreement and the plan of merger and recommends that you vote (a) FOR the proposal to authorize and approve the Merger Agreement, the plan of merger and the transactions contemplated by the Merger Agreement and the plan of merger, including the Merger, (b) FOR the proposal to adopt the tenth amended and restated memorandum and articles of association of the Company in the form attached as Annex C to the accompanying proxy statement, effective immediately prior to the Effective Time; (c) FOR the proposal to approve the change of the corporate name of the Company from “iClick Interactive Asia Group Limited” to “Amber International Holding Limited” effective immediately prior to the Effective Time; (d) FOR the proposal to approve the variation of the authorized share capital of the Company effective immediately prior to the Effective Time; (e) FOR the proposal to authorize Wing Hong Sammy Hsieh, a director of the Company, to do all things necessary to give effect to the Merger Agreement, the plan of merger, and the transactions contemplated by the Merger Agreement and plan of merger, including the Merger and, effective immediately prior to the Effective Time, the Amendment of M&A, the Change of Name and the Variation of Share Capital; and (f) FOR the proposal to approve the adjournment of the extraordinary general meeting, if necessary, to permit further solicitation of proxies if 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.

In order for the Merger to be consummated, the Merger Agreement, the plan of merger and the transactions contemplated under the Merger Agreement and the plan of merger, including the Merger must be authorized and approved by a special resolution of the Company passed by a majority of not less than two-thirds of votes cast by shareholders as, being entitled to do so, vote in person or by proxy or by corporate representative, at the extraordinary general meeting.

As of the date of this proxy statement, the Undertaking Shareholders beneficially owned in the aggregate 11,626,898 ICLK Class A Shares and 4,385,078 ICLK Class B Shares, representing approximately 71% of the total voting power of the Company. Pursuant to the terms of a voting agreement dated November 29, 2024, by and among the Undertaking Shareholders, the Company and Amber DWM (the "Voting Agreement"), these ICLK Shares will be voted in favor of the authorization and approval of the Merger Agreement, the plan of merger and the transactions contemplated by the Merger Agreement and the plan of merger, including the Merger.

Regardless of the number of ICLK Shares that you own, your vote is very important. Even if you plan to attend the extraordinary general meeting in person, we request that you submit your proxy card in accordance with the instructions set forth on the proxy card as promptly as possible. You should simply indicate on your proxy card how you want to vote, sign and date the proxy card, and mail the proxy card in the enclosed return envelope as soon as possible to ensure that it will be received by the Company no later than 9:00 a.m. January 1, 2025 (Hong Kong time), or 8:00 p.m. December 31, 2024 (New York time), which is the deadline to lodge your proxy card. The proxy card is the "instrument appointing a proxy" as referred to in the Company's articles of association. Voting at the extraordinary general meeting will take place by poll voting, as the Chairman of the Board of the Company has undertaken to demand poll voting at the meeting. Each holder of ICLK Class A Share has one vote for each ICLK Class A Share and each holder of ICLK Class B Share has twenty (20) votes for each ICLK Class B Share held as of the close of business in the Cayman Islands on December 18, 2024.

If you own ADSs, each representing five ICLK Class A Shares, you will not be able to attend the extraordinary general meeting and you cannot vote at the extraordinary general meeting directly, but you may instruct JP Morgan Chase Bank, N.A., (the "ADS depository") (as the registered holder of the ICLK Class A Shares underlying the ADSs) how to vote the ICLK Class A Shares underlying your ADSs. We will instruct the ADS depository to deliver to holders of ADS at the close of business in New York City on December 18, 2024, the ADS record date, an ADS proxy card, the form of which is attached as Annex F to the accompanying proxy statement, and holders of ADS as of the ADS record date will have the right to instruct the ADS depository how to vote the ICLK Class A Shares underlying their ADSs at the extraordinary general meeting, subject to and in accordance with the terms of the deposit agreement (defined below). ADS holders are strongly urged to sign, complete and return the ADS proxy card to the ADS depository in accordance with the instructions printed thereon as soon as possible and, in any event, no later than 9:00 a.m. (New York time) on December 31, 2024 (or if the extraordinary general meeting is adjourned, such later date as may be notified by the Company or the ADS depository). Pursuant to terms of the Amendment No.1 to the Deposit Agreement (the "Deposit Agreement") dated October 31, 2022, by and among ListCo, the ADS depository and the holders and beneficial owners of ADSs issued thereunder, the ADS depository will not vote or attempt to exercise the right to vote any ICLK Shares other than in accordance with those instructions or deemed instructions. Alternatively, you may vote directly at the extraordinary general meeting if you surrender your ADSs to the ADS depository, pay the ADS depository's fees required for the cancellation of the ADSs, provide instructions for the registration of the corresponding ICLK Shares, and certify that you have not given, and will not give, voting instructions as to the ADSs (or alternatively, you will not vote the ICLK Shares) before the close of business in New York City on December 18, 2024, and become a registered holder of ICLK Shares by the close of business in the Cayman Islands on December 18, 2024. In addition, if you hold your ADSs through a financial intermediary such as a broker, you must rely on the procedures of the financial intermediary through which you hold your ADSs if you wish to vote at the extraordinary general meeting.

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 ICLK Shares in person. Please note, however, that if your ICLK 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 registered 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, dealer, commercial bank, trust company or other nominee, your vote will not be counted.

If you receive more than one proxy card because you own ICLK Shares that are registered in different names, please vote all of your ICLK Shares shown on each of your proxy cards in accordance with the instructions set forth on each such proxy card.

PLEASE DO NOT SEND YOUR ICLK SHARE CERTIFICATES AT THIS TIME. IF THE MERGER IS CONSUMMATED, YOU WILL BE SENT INSTRUCTIONS REGARDING THE SURRENDER OF YOUR SHARE CERTIFICATES.

The Merger Agreement, the plan of merger and the transactions contemplated by the Merger Agreement and the plan of merger, including the Merger are described in the accompanying proxy statement. Copies of the Merger Agreement and the plan of merger are included as Annex A and Annex B, respectively, to the accompanying proxy statement. We urge you to read the entire accompanying proxy statement carefully.

Notes:

1. Where there are joint holders of any ICLK Share, any one of such joint holders may vote, either in person or by proxy, in respect of such ICLK Share as if he or she were solely entitled thereto, but if more than one of such joint holders are present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the 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 holding.
2. The instrument appointing a proxy must be in writing under the hand of the appointor or of his or her attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney or other person duly authorized.
3. A proxy need not be a member (registered shareholder) of the Company.
4. The chairman of the extraordinary general meeting may at his or her discretion direct that a proxy card will be deemed to have been duly deposited where sent by email or telefax upon receipt of email or telefax confirmation that the signed original thereof has been sent. 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, or the transfer of the ICLK Share or ICLK Shares in respect of which the proxy is given, unless notice in writing of such death, insanity, revocation or transfer is received by iClick at iClick's office at 15/F, Prosperity Millennia Plaza, 663 King's Road, Quarry Bay, Hong Kong S.A.R., People's Republic of China, at least two 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/ Wing Hong Sammy Hsieh
Director, iClick Interactive Asia Group Limited

Hong Kong, People's Republic of China

December 19, 2024