

**PROPERTYGURU PTE. LTD.**  
Company Registration No. 200615063H  
(Incorporated in the Republic of Singapore)  
(the “**Company**”)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of the Company will be convened and held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (No. S 269 of Singapore) on 14 March 2022 at 8:00 a.m. (Singapore time), for the purpose of considering and if thought fit, passing, with or without amendments, the resolution below as a Special Resolution:

**Special Resolution - Amalgamation of the Company with B2 PubCo Amalgamation Sub Pte. Ltd.**

RESOLVED AS A SPECIAL RESOLUTION THAT:

- (i) it be noted that the Company proposes to amalgamate with B2 PubCo Amalgamation Sub Pte. Ltd. (“**Amalgamation Sub**”) with the result of the Company being the amalgamated company (the “**Amalgamation**”);
- (ii) the amalgamation of the Company with Amalgamation Sub pursuant to the provisions of Section 215A to 215J of the Companies Act 1967, and in accordance with the terms of the amalgamation as set out in the amalgamation proposal tabled at this meeting and attached to the Circular to Shareholders dated 18 February 2022 (the “**Amalgamation Proposal**”) be and is hereby approved;
- (iii) the Amalgamation Proposal be and is hereby approved; and
- (iv) the Directors and each of them be and are hereby authorised and empowered to complete and do all acts and things, and to approve, modify and execute all documents and to approve any amendment, alteration or modification to any document as they may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Amalgamation and/or the foregoing matters as they may deem fit.

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Dated this 18<sup>th</sup> day of February 2022.

BY ORDER OF THE BOARD



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Hari Vembakkam Krishnan  
Director

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**Notes:**

1. **No Physical Attendance:** Due to the current COVID-19 situation in Singapore, the Extraordinary General Meeting (the “**EGM**”) will be convened and held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (No. S 269 of Singapore). Printed copies of this Notice of EGM and accompanying proxy form will not be sent to shareholders of the Company (the “**Shareholders**”). Instead, this Notice of EGM and accompanying proxy form will be sent to Shareholders by electronic means via email, and via publication on the Company’s website at the URL <https://www.propertygurugroup.com/investors/>. Alternative arrangements have been put in place to allow Shareholders to participate in the EGM by:
  - (a) observing or listening to the EGM proceedings via Zoom. Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraph 2 below;
  - (b) submitting questions in advance of, or during, the EGM (please refer to paragraph 3 below for further details); and
  - (c) voting by appointing the Chairman of the EGM as proxy at the EGM (please refer to paragraph 4 below for further details).
  
2. **Zoom Meeting:** The proceedings of the EGM will be conducted by way of electronic means. Shareholders will be able to watch or listen to these proceedings through Zoom via their mobile phones, tablets or computers. In order to do the above, Shareholders will have to follow these steps:
  - (a) Shareholders who wish to watch or listen to the EGM must pre-register via email to [lilly@blueshirtgroup.com](mailto:lilly@blueshirtgroup.com) by no later than 8:00 a.m., 12 March 2022 (Singapore time), being 48 hours before the time fixed for the EGM (the “**Registration Cut-Off**”), to enable the Company to verify their status as Shareholders. Shareholders must state their name, address, contact details, number of shares held in the Company and email addresses for the verification. If you require confirmation of the number of shares which you hold in the Company, please contact the Company’s Share Registrar, c/o Intertrust Singapore Corporate Services Pte Ltd at [SG-PropertyGuru@intertrustgroup.com](mailto:SG-PropertyGuru@intertrustgroup.com).
  - (b) Following verification, Shareholders will receive an email from [lilly@blueshirtgroup.com](mailto:lilly@blueshirtgroup.com) a day before the EGM (i.e. by 8:00 a.m., 13 March 2022 (Singapore time)), containing an invitation link and a toll-free telephone number through which the Zoom meeting for the EGM proceedings can be accessed.
  - (c) Shareholders who have pre-registered by the Registration Cut-Off but do not receive an email with a Zoom meeting invitation link by 8:00 a.m., 13 March 2022 (Singapore time) should contact the Company for assistance via email to [lilly@blueshirtgroup.com](mailto:lilly@blueshirtgroup.com).
  - (d) Shareholders must not forward the abovementioned link to other persons who are not shareholders of the Company and who are not entitled to attend the EGM.

3. **Submission of questions:** Shareholders are encouraged to submit their questions prior to the EGM. All Shareholders may submit questions related to the business of the EGM **no later than 8:00 a.m., 6 March 2022 (Singapore time)** via email to [lilly@blueshirtgroup.com](mailto:lilly@blueshirtgroup.com).

The matters raised in questions, if substantial and relevant, and sent within a reasonable time on or before the Registration Cut-Off, will be responded to by the Board of Directors at or before the EGM. Shareholders are also able to ask the questions at the EGM by typing in and submitting their questions through the “question and answer” (“**Q&A**”) function via Zoom. Instructions on how to access the Q&A function will be provided to Shareholders during the EGM.

4. **Voting by Proxy:**

- (a) A Shareholder who wishes to exercise its voting rights at the EGM shall appoint the Chairman of the EGM as its proxy to vote on its behalf at the EGM by executing the form attached hereto as the **Annex**. For the avoidance of doubt, a Shareholder who has appointed the Chairman of the EGM as the Shareholder’s proxy may, subject to pre-registration in accordance with paragraph 2(a) above, still attend and submit questions via the Q&A function at the EGM.
- (b) Where a Shareholder appoints the Chairman of the EGM as its proxy, it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
- (c) The instrument appointing the Chairman of the EGM as a proxy must be submitted to the Company in any of the following manners:
- (i) electronically to the Company’s Share Registrar, Intertrust Singapore Corporate Services Pte Ltd via email at [SG-PropertyGuru@intertrustgroup.com](mailto:SG-PropertyGuru@intertrustgroup.com); or
- (ii) by post to the office of the Company’s Share Registrar, Intertrust Singapore Corporate Services Pte Ltd at the following address:

PropertyGuru Pte. Ltd. c/o Intertrust Singapore Corporate Services Pte Ltd  
77 Robinson Road, #13-00 Robinson 77, Singapore 068896

**in either case, so as to reach the Company’s Share Registrar not less than 48 hours before the time appointed for holding the EGM (i.e. 8:00 a.m., 12 March 2022 (Singapore time)).**

- (d) Where the instrument appointing the Chairman of the EGM as proxy is executed by an individual, it must be under the hand of such individual or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney duly authorised or its authorised officer or in such a manner as appropriate under applicable laws, failing which the instrument may be treated as invalid.

- (e) Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney or other authority, the power of attorney or other authority (if any) or a notarially certified copy of that power of attorney or authority must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument of proxy may be treated as invalid.
  
- (f) The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy (including any related attachment).

**ANNEX  
PROXY FORM**

**PROPERTYGURU PTE. LTD.**

Company Registration No. 200615063H  
(Incorporated in the Republic of Singapore)

**Extraordinary General Meeting Proxy Form**

**Important:**

1. The extraordinary general meeting (“**EGM**”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via Zoom and voting by appointing the Chairman of the EGM as proxy) are set out in the Notice of EGM.

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Co. Reg. No.)

of \_\_\_\_\_ (Address)

being a shareholder/shareholders of PropertyGuru Pte. Ltd. (the “**Company**”), hereby appoint the Chairman of the EGM, as my/our proxy to attend and to vote for me/us on my/our behalf at the EGM to be convened and held by way of electronic means on 14 March 2022 at 8:00 a.m. (Singapore time) and at any adjournment thereof. I/We direct the Chairman of the EGM, being my/our proxy, to vote “For” or “Against”, or to “Abstain” from voting on the resolution to be proposed at the EGM as indicated hereunder.

Description of Resolution	No. of votes FOR*	No. of votes AGAINST*	No. of votes ABSTAIN*
Special Resolution - Amalgamation of the Company with B2 PubCo Amalgamation Sub Pte. Ltd.			

**Note:**

\* Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to cast all your votes “**For**” or “**Against**” the resolution, please indicate with an “X” within the relevant box provided. Alternatively, please indicate the number of votes “**For**” or “**Against**” in the “**For**” or “**Against**” box. If you wish the Chairman of the EGM as your proxy to abstain from voting on the resolution, please indicate with an “X” in the “**Abstain**” box. Alternatively, please indicate the number of votes that the Chairman of the EGM as your proxy is directed to abstain from voting in the “**Abstain**” box. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

**Total Number of Ordinary Shares held**

\_\_\_\_\_  
Signature(s) or Common Seal of Shareholders

**Note:** Please insert your number of holdings above. If you are unsure as to your holdings, please contact the Company’s Share Registrar, Intertrust Singapore Corporate Services Pte Ltd, at [SG-PropertyGuru@intertrustgroup.com](mailto:SG-PropertyGuru@intertrustgroup.com).