



NOTICE OF ANNUAL GENERAL MEETING

to be held at 9.00am MST on
Wednesday 24 April 2013 at
Gardens Hotel,
Lingkaran Syed Putra,
Mid Valley City, 59200 Kuala Lumpur,
Federal Territory of Kuala Lumpur, Malaysia

Shareholders who have elected not to receive a printed copy of the Company's 2012 Annual Report may obtain a copy from the Company's website www.iproperty-group.com under Investor Relations

For the benefit of shareholders not able to attend the Annual General Meeting, a copy of the presentation given by the CEO at the Annual General Meeting will be posted on the company's website: www.iproperty-group.com under Investor Relations

Registered Office:
C/- Australian Company Secretaries Pty Ltd
GPO Box 4231
Level 3
70 Pitt Street
SYDNEY NSW 2001
Australia

Telephone +61 2 9239 0277
Facsimile +61 2 9233 4497

Notice is hereby given that the Annual General Meeting (“the Meeting”) of iProperty Group Limited (“the Company”) will be held at 9.00am MST on Wednesday 24 April 2013 at Gardens Hotel, Lingkaran Syed Putra, Mid Valley City, 59200 Kuala Lumpur, Federal Territory of Kuala Lumpur, Malaysia

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 31 December 2012.

Neither the Corporations Act 2001 nor the Company’s Constitution requires a vote of shareholders on the annual report or financial statements. However, shareholders will be given the opportunity to ask questions or make comments on the annual report at the meeting.

Remuneration Report

Resolution 1 Adoption of Remuneration Report:

To consider, and if thought fit pass the following non-binding resolution:

“That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors’ Report of the Company, for the year ended 31 December 2012 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting.”

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company’s remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director / CEO) must stand for re-election.*

Re-election of Directors

Resolution 2 Re-election of Mr Lucas Elliott as a Director

To consider, and if thought fit, pass the following ordinary resolution:

“That Mr Lucas Elliott, being a Director of the Company, retires by rotation in accordance with the Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting.”

Resolution 3 Re-election of Georg Chmiel as a Director

To consider, and if thought fit, pass the following ordinary resolution:

“That Mr Georg Chmiel, being a Director of the Company, retires by rotation in accordance with the Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting.”

Other Business

Resolution 4 Approval to issue shares to Mr Georg Chmiel in accordance with Listing Rule 10.11

To consider, and if thought fit, pass the following ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Georg Chmiel or his nominee Shares in accordance

with the terms summarised in the explanatory notes to resolution 4 in the notice of meeting.”

Resolution 5 Approval to issue shares to Mr Lucas Elliott in accordance with Listing Rule 10.11

To consider, and if thought fit, pass the following ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Lucas Elliott or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 5 in the notice of meeting.”

Resolution 6 Approval to issue shares to Mr Patrick Grove in accordance with Listing Rule 10.11

To consider, and if thought fit, pass the following ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Patrick Grove or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 6 in the notice of meeting.”

Resolution 7 Approval to issue shares to Mr Hugh Morrow in accordance with Listing Rule 10.11

To consider, and if thought fit, pass the following ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Hugh Morrow or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 7 in the notice of meeting.”

Resolution 8 Approval to issue shares to Mr Roland Tripard in accordance with Listing Rule 10.11

To consider, and if thought fit, pass the following ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Roland Tripard or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 8 in the notice of meeting.”

Resolution 9 Approval to issue shares to Mr Samuel Weiss in accordance with Listing Rule 10.11

To consider, and if thought fit, pass the following ordinary resolution:

“That approval be given for ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Samuel Weiss or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 9 in the notice of meeting.”

Resolution 10 Prospective Approval to issue ordinary shares pursuant to ASX Listing Rule 7.1

To consider, and if thought fit, pass the following resolution:

“That approval be given under and for the purposes of ASX Listing Rule 7.1 and all other purposes, that the Company and the Directors of the Company are hereby authorised to undertake the issue of 47,634 fully paid ordinary shares in the capital of the Company to Mr Simon Baker or his nominee, details of which are set out in the explanatory notes to resolution 10 in the notice of meeting.”

Resolution 11 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

To consider, and if thought fit, pass the following ordinary resolution:

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 10,000,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 11 in the notice of meeting.”

Resolution 12 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

To consider, and if thought fit, pass the following ordinary resolution:

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 125,328 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 12 in the notice of meeting.”

Special Business**Special Resolution 13 Amendment to the “Notices” provision of the Constitution**

To consider, and if thought fit, pass the following resolution proposed by the Company as a special resolution:

“That pursuant to section 136(2) of the Corporations Act and for all other purposes, approval be given for the Constitution of the Company to be amended with immediate effect by deleting the word “seventh” in clause 28.2(b) and inserting the word “third” in its place.”

Special Resolution 14 Amendments to the “Dividends and Reserves” provision of the Constitution

To consider, and if thought fit, pass the following resolution proposed by the Company as a special resolution:

“That pursuant to section 136(2) of the Corporations Act and for all other purposes, approval be given for the Constitution of the Company to be amended with immediate effect by:

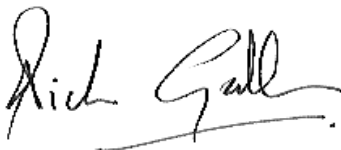
Deleting clause 25.2(a) and inserting the following in its place:

“The Directors may from time to time determine a dividend including an interim dividend to be paid to the Members in accordance with the Act and the Listing Rules. The Directors may fix the amount, the time for payment and the method of payment of a dividend.”

Deleting the current clause 25.2(d) in its entirety.

Deleting the current clause 25.3 in its entirety.

Deleting the words “any profits of the Company are” in clause 25.5 and inserting the words “any dividend amount is” in their place.”

BY ORDER OF THE BOARD

N J V Geddes
Company Secretary

VOTING EXCLUSIONS

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1:

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

Resolution 4:

By:

- a) Mr Georg Chmiel; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 5:

By:

- a) Mr Lucas Elliott; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 6:

By:

- a) Mr Patrick Grove; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 7:

By:

- a) Mr Hugh Morrow; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 8:

By:

- a) Mr Roland Tripard; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 9:

By:

- a) Mr Samuel Weiss; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 10:

By:

- a) Mr Simon Baker; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 11:

By:

- a) By clients of E.L. & C Baillieu Ltd that participated in the placement of 10,000,000 fully paid ordinary shares; and
- b) Any of their associates (within the meaning of the Corporations Act 2001)

Resolution 12:

By:

- a) Mr Rod Brandenburg; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the shareholders of iProperty Group Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Wednesday, 24 April 2013 in Kuala Lumpur, Malaysia.

With the exception of Resolutions 1, 13 and 14, all of the resolutions to be voted on are ordinary resolutions. Resolution 1 is a non-binding resolution and Resolutions 13 and 14 are Special Resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried. A special resolution requires 75% of votes cast by shareholders entitled to vote on the resolution to vote in favour of the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Ernst & Young before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at ngeddes@austcosec.com.au before 17 April 2013.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at the above address.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 31 December 2012.

The Remuneration Report is a distinct section of the annual Director's Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

The Remuneration Report discusses the Company's policy on remuneration of Directors and Key Management Personnel and the link between remuneration and the Company's performance. Remuneration for Directors and Key Management Personnel has been established with reference to independent external benchmark references and within the context of a highly competitive employment market for skilled IT and marketing personnel in South-East Asia.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolution 2 - Re-election of Mr Lucas Elliott as a Director

Pursuant to clause 13.11 of the Constitution Mr Lucas Elliott will retire by rotation and seeks re-election.

Board member since February 2010. Mr Elliott, a founding shareholder of iProperty's majority shareholder, Catcha Group, has over 11 years of Asian online experience, with a focus on developing fast moving online business models and monetizing online media assets. Currently, Mr Elliott is responsible for all aspects of Catcha Group's corporate finance activities, including mergers and acquisitions, capital raisings and public listings, with a focus on driving activity that migrates advertising and contents models to the new media arena. Mr Elliott is also a Director of iCar Asia Limited.

Mr Elliott has a Bachelor of Commerce degree with a major in Finance from the University of Sydney.

Mr Elliott is a member of the Audit & Risk Committee.

The Board supports the re-election of Mr Elliott.

Resolution 3 – Re-election of Mr Georg Chmiel as a Director

Pursuant to clause 13.11 of the Constitution Mr Georg Chmiel will retire by rotation and seeks re-election.

Board member since 4 January 2011. Mr Chmiel has a strong background in corporate finance and accounting as well as significant experience in the real estate sector and other online media companies. He is currently the Chief Executive Officer of LJ Hooker Ltd, one of the largest real estate groups in Australasia.

Mr Chmiel is the Chairman of the Audit & Risk Committee.

The Board supports the re-election of Mr Chmiel.

Resolutions 4 - 9 - Approval to issue shares to Directors in accordance with Listing Rule 10.11

Messrs Chmiel, Elliott, Grove, Morrow, Tripart and Weiss (together the Related Parties) all executed Letters of Appointment pursuant to which each of the Related Parties agreed to provide services to the Company as Non-Executive Directors.

In consideration of the appointments, the Company agreed to pay each of the Related Parties (or an entity nominated by them), the following remuneration:

(a) Mr Chmiel:

as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.

- (b) Mr Elliott:
as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.
- (c) Mr Grove:
as a non-executive Deputy Chairman the annual rate of \$25,000 in cash and \$35,000 in shares until 24 September 2012. From 25 September 2012 as non-executive Chairman the annual rate of \$30,000 in cash and \$42,000 in shares.
- (d) Mr Morrow:
as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.
- (e) Mr Tripard:
as a non-executive Director the annual rate of \$10,000 in cash and \$14,000 in shares. By way of explanation, Mr Tripard does not serve on Board Committees, hence he has agreed to accept a lower rate of remuneration.
- (f) Mr Weiss:
as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.

As the related parties are Directors of the Company, ASX Listing Rule 10.11 requires that shareholder approval for the proposed issue of the shares be obtained and as the issue does not fall into one of the exceptions in ASX Listing Rule 7.2, approval under ASX Listing Rule 7.1 is also required.

Issue of shares to Mr Georg Chmiel

The Board, Mr Chmiel aside, is recommending that Members approve the grant of a total of 31,756 fully paid ordinary shares in the capital of the Company to Georg Chmiel.

Issue of shares to Mr Lucas Elliott

The Board, Mr Elliott aside, is recommending that Members approve the grant of a total of 31,756 fully paid ordinary shares in the capital of the Company to Lucas Elliott.

Issue of shares to Mr Patrick Grove

The Board, Mr Grove aside, is recommending that Members approve the grant of a total of 39,695 fully paid ordinary shares in the capital of the Company to Patrick Grove.

Issue of shares to Mr Hugh Morrow

The Board, Mr Morrow aside, is recommending that Members approve the grant of a total of 31,756 fully paid ordinary shares in the capital of the Company to Hugh Morrow.

Issue of shares to Mr Roland Tripard

The Board, Mr Tripard aside, is recommending that Members approve the grant of a total of 7,939 fully paid ordinary shares in the capital of the Company to Roland Tripard.

Issue of shares to Mr Samuel Weiss

The Board, Mr Weiss aside, is recommending that Members approve the grant of a total of 31,756 fully paid ordinary shares in the capital of the Company to Samuel Weiss.

The proposed grants are in respect of fully paid ordinary shares at a valuation of \$0.9787 per share, being the Volume Weighted Average Price for the period 1 January 2012 to 31 December 2012, that are to be issued as part of Directors' remuneration which provides that 58.33% of their remuneration be paid in the form of shares in the Company, subject to shareholder approval and priced in line with agreements with directors.

If approved, the shares will comprise a component of the Directors' remuneration. Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those to shareholders. The fully paid ordinary shares will be issued *pari passu* to existing securities and not subject to any trading lock.

The shares will be issued within one month of the date of the Meeting.

Resolution 10 – Prospective Approval to issue ordinary shares pursuant to ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts the Company from issuing equity securities, which in any 12 month period amount to more than 15% of the Company's total shares on issue 12 months before the date of the proposed issue.

Resolution 10 seeks authorisation pursuant to ASX Listing Rule 7.1 for the Board, without using the Company's annual 15% placement capacity, to issue 47,634 fully paid ordinary shares in the capital of the Company to Mr Simon Baker or his nominee as consideration for his remuneration as Non-executive Chairman from 1 January 2012 – 24 September 2012. Mr Baker will cease to be a Related Party, as defined in the Corporations Act, on 24 March 2013. Consequently, prospective approval to issue shares to Mr Baker is sought under ASX Listing Rule 7.1.

The proposed grant is in respect of fully paid ordinary shares at a valuation of \$0.9787 per share, being the Volume Weighted Average Price for the period 1 January 2012 to 31 December 2012, that are to be issued as part of Directors' remuneration which provides that 58.33% of their remuneration be paid in the form of shares in the Company, subject to shareholder approval and priced in line with agreements with directors.

If approved, the shares will comprise a component of the Mr Bakers remuneration. The 47,634 shares will be issued within 3 months from the date of the Meeting. The proposed issue of shares will rank pari passu to existing securities and not subject to any trading lock.

Resolution 11 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Members ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

On 14 June 2012 the Company issued 10,000,000 ordinary shares at \$1.00 each in the capital of the Company to sophisticated investors.

These funds were employed for working capital.

Resolution 12 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

Please refer to the general explanation of the reasons for putting this resolution under the notes to Resolution 11 above.

On 22 November 2012 the Company issued 125,328 ordinary shares at \$0.23687 each in the capital of the Company to Rod Brandenburg the Company's previous CFO for his 2010 LTI.

Special Resolution 13 – Amendment to the “Notices” provision of the Constitution

The directors have identified two amendments to the provisions of the Company's Constitution that are required to improve efficiency with respect to the giving of notice to overseas shareholders of a shareholders meeting and to align the Directors' power to determine dividends with the provisions of the Corporations Act.

Section 136(2) of the Corporations Act 2001 (Cth) provides that a company may modify or repeal its constitution, or a provision of its constitution, by special resolution.

Clause 28.2(b) of the Constitution provides that a notice is treated as being effectively served by the Company “where sent by air mail, on the seventh day after its date of posting.” The Directors consider that a period of seven days for deemed service of air mail is too long and that a period of three days for deemed

service would be more in line with industry practice. Accordingly, it is proposed that clause 28.2(b) be amended to provide that where notice is sent by air mail it will be taken to be served by the Company on the third day after its date of posting.

Service to shareholders in Australia, when sent by post, will continue to be taken to be served on the day after its date of posting under clause 28.2(a) of the Constitution.

Special Resolution 14 – Amendments to the “Dividends and Reserves” provision of the Constitution

Please refer to the general explanation of the reasons for putting this resolution under the notes to Resolution 13 above.

The current clauses 25.2(a) and 25.2(d) (Determination of a dividend), 25.3 (Interim dividend) and 25.5 (Dividend amount) of the Constitution reflect the traditional ‘profits test’ for determining whether a company can pay a dividend which was previously set out section 254T of the Corporations Act.

The *Corporations Amendment (Corporate Reporting Reform) Act 2010* (Cth) amended the Corporations Act on and from 28 June 2010, so that a company may only pay a dividend if the ‘net assets test’ specified in section 254T of the Corporations Act is satisfied. Given that the Federal Treasury sought further public discussion of the dividend payments test with its Proposed Amendments to the Corporations Act Discussion Paper released on 28 November 2011, it is possible that there may be further changes to the Corporations Act regarding dividend payments.

The proposed amendments to clause 25 in Resolution 14 have been proposed in order to remove all references to the previous ‘profits based test’ and require the directors to comply with the Corporations Act and ASX Listing Rules when determining a dividend. Accordingly, the directors will be required to comply with the current ‘net assets’ test in the Corporations Act as well as any future changes to the Corporations Act and ASX Listing Rules with respect to dividend payments.

The proposed amendments to clause 25 of the Constitution are not made in the context of a specific dividend determination or proposal by the Directors. Rather they are designed to align the power of the Directors to determine a dividend in clause 25, with the current and any further provisions of the Corporations Act regarding dividend payments. At this stage, the Directors have no current intentions to determine a dividend except as previously disclosed to the ASX. However, the Directors reserve their right to do so.

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Hand deliveries: Boardroom Limited
Level 7
207 Kent Street
Sydney NSW 2000

Postal address: Boardroom Limited
GPO Box 3993
Sydney NSW 2001

Fax number: (02) 9290 9655

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

iProperty Group Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.


You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.


7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm AEST, Monday, 22 April 2013 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.


All Correspondence to:

 **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** www.boardroomlimited.com.au

 **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9.00am (MST) on Monday 22 April 2013.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.


Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.


Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**


STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9.00am (MST) on Monday 22 April 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **iProperty Group Limited** and entitled to attend and vote hereby appoint

Appoint the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at Gardens Hotel, Lingkaran Syed Putra, Mid Valley City, 59200 Kuala Lumpur, Federal Territory of Kuala Lumpur, Malaysia on Wednesday, 24 April 2013 at 9.00am (MST) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 4, 5, 6, 7, 8 & 9, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of these resolutions even though resolutions 1, 4, 5, 6, 7, 8 & 9 are connected with the remuneration of a member of key management personnel for iProperty Group Limited.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business including resolutions 1, 4, 5, 6, 7, 8 & 9.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN	
Res 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Approval to issue shares to Mr Roland Tripard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Re-election of Mr Lucas Elliott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Approval to issue shares to Mr Samuel Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Re-election of Mr Georg Chmiel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Prospective Approval to issue 47,634 ordinary shares to Mr Simon Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Approval to issue shares to Mr Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Ratification of issue of 10,000,000 ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval to issue shares to Mr Lucas Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Ratification of issue of 125,328 ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval to issue shares to Mr Patrick Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Amendment to the "Notices" provision of the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Approval to issue shares to Mr Hugh Morrow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14	Amendments to the "Dividends and Reserves" provision of the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Sole Director and Sole Company Secretary	Securityholder 2 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Director	Securityholder 3 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Director / Company Secretary
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