

Notice of General Meeting and Explanatory Statement

Story-i Limited

ACN 163 916 989

Date: 26 September 2017

Time: 10.30am (Sydney time)

Place: Level 33, 50 Bridge Street, Sydney, NSW

In this document you will find:	Page No
A Notice of the General Meeting	2
An Explanatory Statement containing an explanation of and information about the proposed resolutions, shareholder approval and voting exclusion statements	3
A Proxy Form	Attached

NOTICE IS HEREBY GIVEN that the General Meeting of Shareholders of Story-i Limited will be held at Level 33, 50 Bridge Street, Sydney, NSW on 26 September 2017 at 10.30am (Sydney time). The Explanatory Statement accompanying this Notice of Meeting forms part of this Notice of Meeting.

ORDINARY BUSINESS

Resolution 1 – Issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 109,090,909 Shares as set out in the Explanatory Memorandum is approved”.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by a person who may participate in the share issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary shares and any of their associates. However, the Company need not disregard a vote cast on the Resolution if it is cast by: (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

Resolution 2 – Issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 72,727,273 Shares as set out in the Explanatory Memorandum is approved”.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 2 by a person who may participate in the share issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary shares and any of their associates. However, the Company need not disregard a vote cast on the Resolution if it is cast by: (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

Resolution 3 – Issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 24,431,818 Shares as set out in the Explanatory Memorandum is approved”.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 3 by a person who may participate in the share issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary shares and any of their associates. However, the Company need not disregard a vote cast on the Resolution if it is cast by: (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in Story-i Limited (the “Company”) in connection with the business to be considered at the General Meeting to be held on 26 September 2017.

The Explanatory Statement forms part of the accompanying Notice of General Meeting. Details of the business to be considered at this Meeting are set out below.

a) Background

On 10 November 2016, the Company announced the proposed acquisition of the retail operations, assets, business and rights of the Estore Group and the EMax Group (the “Proposed Acquisitions”). The Company will not be acquiring the companies which carry on the businesses.

The Proposed Acquisitions collectively include 17 Apple Premium/ Authorised Reseller retail stores and service centres in Jakarta, Bandung, Yogyakarta and Surabaya. In addition to its retail segment, Estore operates several Apple Authorised Service Centres, and is an Apple Education Reseller, bringing with it a strong book of corporate clients, multi-national corporations and education institutions.

b) Previous Proposal

At a general meeting of the Company held on 23 January 2017, shareholders approved the issue and allotment of convertible notes to raise up to \$7.5 million to fund the Proposed Acquisitions. It was a condition of the approval at the general meeting that the convertible notes be issued within three months of the date of the meeting, that is, by 23 April 2017.

After the January 2017 meeting, the directors entered into a renegotiation of the terms of the Proposed Acquisitions on a more favourable basis to the Company. As the renegotiation was continuing as at 23 April 2017, it was not possible for the Company to proceed with the convertible note issue.

c) The Revised Proposal

On 15 August 2017, the Company announced that it had entered into a Sale & Purchase Agreement to acquire the business and assets of the Estore group (the “Estore Acquisition”). The Estore Acquisition is the acquisition of the business and assets which includes the fixtures and fittings, security deposits and pre-paid rentals and inventory of 7 Apple Premium/ Authorised Reseller stores and 4 Apple Authorised Service Centres in Jakarta, Yogyakarta and Bandung. In addition to the retail licence and store locations, the Company is acquiring the Apple licences for Education and Service. The consideration is up to the equivalent of A\$1.9 million depending on the final stock take.

Negotiations are continuing for the acquisition of the EMax business (the “Emax Acquisition”). Negotiations to acquire the business of another entity (“NewCo”) have commenced. NewCo operates a business very similar to Estore and Emax, having a number of Apple Premium/ Authorised Reseller stores. The directors expect that the Company will soon enter into a sale and purchase agreement to acquire the business and assets of either EMax or NewCo and that the acquisition will be completed within three months after the General Meeting.

d) The Offer

In order to fund the Proposed Acquisitions, the Company proposes there be an issue (the “Offer”) of three tranches of shares (the “Offer Shares”).

Tranche 1

To fund the Estore Acquisition, the Company has agreed, subject to shareholder approval, to issue up to 109,090,909 Shares at an issue price of 2.75c per Share to raise \$3,000,000 (before issue costs).

The shares to be issued under the Offer will be issued to the sophisticated investors (or their

nominees) set out in the table in Tranche 1 of section (i) below. The investors are primarily based in Singapore, Brunei, Malaysia and Indonesia. None of the investors are related parties of the Company.

Tranche 2

To fund the Emax Acquisition or the New Acquisition, the Company will, subject to shareholder approval, issue up to 72,727,273 Shares at an issue price of 2.75c per Share to raise \$2,000,000 (before issue costs). The shares will only be issued if either the Emax Acquisition or New Acquisition proceeds.

The shares to be issued under the Offer will be issued to sophisticated investors who are likely to be primarily based in Singapore, Brunei, Malaysia and Indonesia. None of the investors will be related parties of the Company.

Tranche 3

In arranging the Offer and sourcing the investors referred to in Tranches 1 and 2, the Company was and is being advised by RUNG Capital International Limited, a Singapore-based financier, and JLC Advisors LLP, a Singapore-based law firm. The Company has agreed to pay an arrangers' fee to RUNG and JLC to be satisfied by the issue to them (or their nominees), subject to shareholder approval, of up to 24,431,818 shares.

These shares will be issued in two tranches. The first tranche, amounting to 14,659,090 shares, will only be issued on successful completion of the Estore Acquisition. The second tranche, amounting to 9,772,727 shares, will only be issued on successful completion of either the Emax Acquisition or the New Acquisition.

e) Rationale

The rationale and strategy for the Proposed Acquisitions includes:

- The Proposed Acquisitions aligns with the Company's strategy to consolidate the fragmented retail consumer electronic industry in Indonesia.
- The addition of 17 Apple APR/AAR retail stores and service centres will make the Company the second largest Apple reseller in Indonesia in terms of number of stores.
- Geographical expansion into cities that the Company are currently not in will drive growth and enhance Story-i's brand awareness into new geographies nationally.
- Creates scale and opportunities for operating efficiencies and cost savings across Story-i's divisions by streamlining operations and creating synergies.
- Improved margins as an Apple Premium Reseller which will be translated across the entire retail network and business divisions.

f) Likely shareholding structure post raising

The table below shows the effect on the capital structure of Story-i on the assumption that all Offer Shares are issued.

	No. of shares	%
Existing shares	149,617,047	42.04
New issue to investors	181,818,182	51.10
Shares to Advisors	24,431,818	6.86
Total shares on issue	355,867,047	100.00

g) Timetable

The indicative timetable is set out below. This indicative timetable is subject to change without notice.

Announcement of General Meeting	22 August 2017
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Dispatch of Notice of Meeting	24 August 2017
Date of General Meeting	26 September 2017
Issue of shares	28 September 2017
Expected date of trading of new shares	29 September 2017

h) ASX requirements

ASX Listing Rule 7.1 provides that the Company must not issue, or agree to issue, equity securities (which includes Shares) in any 12 month period which amounts to more than 15% of its Shares on issue at the commencement of that 12 month period, unless one of the exceptions to ASX Listing Rule 7.1 applies or Shareholder approval is obtained (**15%/12 months rule**).

The Offer Shares will exceed 15% of the number of Shares on issue at the beginning of the preceding 12 month period. Accordingly, the approval of Shareholders is required for the issue of the Offer Shares.

ASX Listing Rule 7.3 requires this Notice to include the following information:

Resolution 1 – Tranche 1

- (a) Up to 109,090,909 Shares will be issued.
- (b) The Shares will be issued and allotted within 3 months after the date of the General Meeting.
- (c) The Shares are to be issued at 2.75c per Share.
- (d) The Shares will be issued to the following investors and/or their nominees:

NAME	SHARES
Martha Tan Mee Hoon	14,062,500
Ong Boon Tiong Daniel	14,062,500
Ong Tai Tiong Desmond	4,375,000
Mu Kwek Fei	18,750,000
Lee Thiam Seng	25,000,000
Lee Han Peng	18,000,000
Gaw Kuan Ching	7,250,000
Ngo Yu Peng	2,590,000
Wu Jian Xiong	910,000
Ravindran Govindan	4,090,909
TOTAL	109,090,909

None of the investors are related parties of the Company.

- (e) The Shares will be ordinary fully paid shares and are to be issued on the same terms and rank equally with other fully paid Shares on issue.
- (f) The funds raised by the issue of the Shares will be used to make the Proposed Acquisition and to provide working capital for the expanded business after the Proposed Acquisition.

Resolution 2 – Tranche 2

- (g) Up to 72,727,273 Shares will be issued.
- (h) The Shares will be issued and allotted within 3 months after the date of the General Meeting.
- (i) The Shares are to be issued at 2.75c per Share.
- (j) The Shares will be issued to sophisticated and professional investors to be sourced by RUNG Capital International Limited and JLC Advisors LLP. None of the investors will be related parties of the Company.
- (k) The Shares will be ordinary fully paid shares and are to be issued on the same terms and rank equally with other fully paid Shares on issue.
- (l) The funds raised by the issue of the Shares will be used to fund either the Emax Acquisition or the New Acquisition and to provide working capital for the expanded business after the Proposed Acquisitions.

Resolution 3 – Tranche 3

- (a) Up to 24,431,818 Shares will be issued.
- (b) The Shares will be issued and allotted within 3 months after the date of the General Meeting.
- (c) The Shares are to be issued at 2.75c per Share.
- (d) The Shares will be issued to the following entities and/or their nominees:

NAME	SHARES
RUNG Capital International Ltd	14,431,818
JLC Advisors LLP	10,000,000
TOTAL	24,431,818

Neither of the allottees are related parties of the Company.

- (e) The Shares will be ordinary fully paid shares and are to be issued on the same terms and rank equally with other fully paid Shares on issue.
- (f) No funds will be raised by the issue of the Shares, the issue is in lieu of payment for services.

Voting and Proxies

1. Determination of membership and Voting Entitlement

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the shares of the Company that are quoted on the Australian Securities Exchange Limited as at 7.00pm Sydney time on 24 September 2017, will be taken for the purpose of the Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be recognised as members of the Company and the holder of Shares and will be entitled to attend and vote at the Meeting.

2. Votes of Members

On a show of hands, each member present in person or by proxy or in the case of a body corporate by a representative at the General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or in the case of a body corporate by a representative, shall have one vote for each Share held by him.

3. Proxies

Please note that:

- (a) A member who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of the member.
- (b) Where the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or the number of votes each proxy is appointed to exercise.
- (c) If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (d) A proxy need not be a member of the Company.
- (e) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the Meeting to which it relates.
- (f) Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.
- (g) A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- (h) If a shareholder appoints the Chairman of the Meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that shareholder, in favour of that item on a poll.
- (i) To be effective the instrument appointing a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be deposited not less than forty eight (48) hours prior to the General Meeting, that is, by 10.30am, Sydney time, on 24 September 2017 by mail or by delivery at the Company's Office, being Level 33, 50 Bridge St, Sydney or by facsimile on (02) 8078 6677.

A form of proxy accompanies this Notice of General Meeting.

Proxy Form - Story-I Limited ACN 163 916 989

I/We.....

of

appoint

of

or in his/her absence

of

or, if no person is named above or if this proxy form contains conflicting directions, the Chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on 26 September 2017 at 10.30am (AEDT) and at any adjournment of that meeting. The Chairman of the meeting intends voting in favour of the item of business in relation to undirected proxies.

Note: If appointing a second proxy, please state the number of shares OR the percentage of voting rights applicable to this Proxy Form.

Number of shares OR %

I/We direct my/our proxy to vote in respect of the resolution to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my/our proxy thinks fit.

RESOLUTION	FOR	AGAINST	ABSTAIN
Resolution 1 - Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The chairman intends to vote all available proxies in favour of the Resolution.

* If you mark the Abstain box for the Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

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

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission on 02 92333307 or by post or delivery to Level 33, 50 Bridge Street Sydney, NSW 2000 not less than 48 hours prior to the time of commencement of the General Meeting.