

Notice of Annual General Meeting and Explanatory Statement

Story-I Limited

ACN 163 916 989

Date: Thursday 2 November 2018

Time: 10am (Sydney time)

Place: Bentleys, Level 14, 60 Margaret Street, Sydney

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21 September 2018

Dear Shareholder,

I am pleased to invite you to the Annual General Meeting of Story-I Limited to be held on Friday 2 November 2018. The Meeting will be held at Bentleys, Level 14, 60 Margaret Street, Sydney. The Meeting will begin at 10am (Sydney time).

I enclose your Notice of Meeting, Explanatory Statement and Proxy Form.

Items of business at the Meeting

The Notice of Meeting (including the Explanatory Statement) sets out the items of business for the Meeting. Please take time to carefully read the whole document.

Voting on items of business at the Meeting

If you would like to vote on items of business outlined in the Notice of Meeting, you may attend the Meeting or appoint a proxy to vote for you at the Meeting. If appointing a proxy, the enclosed Proxy Form should be completed and returned (see Proxy Form for details) as soon as possible and in any event no later than 10am (Sydney time) on 31 October 2018.

If you have any queries in relation to the Meeting, please contact Mr Brett Crowley on 0411 713 555.

Yours sincerely

Mr Djohan Widodo
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Story-I Limited will be held at Bentleys, Level 14, 60 Margaret Street, Sydney, on Friday 2 November 2018 at 10am (Sydney time). The Explanatory Statement accompanying this Notice of Meeting forms part of this Notice of Meeting.

ORDINARY BUSINESS

The accompanying Explanatory Notes describe the proposed resolutions in detail.

1. Financial Statements and Reports for the year ended 30 June 2018

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2018.

2. Resolution 1 - Adoption of Remuneration Report

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

'That the Remuneration Report contained in the Story-I Limited 2018 Annual Report be adopted.'

3. Resolution 2 - Re-election of Mr Michael Pixley

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

'That Michael Pixley, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.'

4. Resolution 3 - Ratification of prior share issue

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

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue of 24,000,000 Shares on the terms described in the Explanatory Memorandum accompanying this Notice.'

5. Resolution 4 - Additional Share Issue Capacity under Listing Rule 7.1A

To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

'That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Statement, which forms part of this Notice of Meeting.'



Brett Crowley - Company Secretary

21 September 2018

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 Annual General Meeting to be held on Friday 2 November 2018.

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

1. Financial Statements and Reports

The Corporations Act 2001 (Cth) ("**Corporations Act**") requires the Financial Report, the Directors' Report and the Auditor's Report to be laid before the Annual General Meeting. There is no requirement in the Corporations Act or the Company's constitution for Shareholders to approve or adopt these reports.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on these Reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

2. Resolution 1 - Adoption of Remuneration Report

The Directors' Report for the year ended 30 June 2018 contains a Remuneration Report which sets out the policies of the Company for and applicable to the remuneration of its officers and senior employees and details the remuneration paid to its officers and senior employees in the financial year ended 30 June 2018.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its Annual General Meeting that its Remuneration Report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution at the 2018 Annual General Meeting are against adoption of the Remuneration Report, then:

- If comments are made on the Remuneration Report at the 2018 Annual General Meeting, the Company's Remuneration Report for the financial year ending 30 June 2019 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- If subsequently, at the Company's 2019 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a General Meeting (Spill Meeting) be called to consider the election of Directors of the Company (Spill Resolution). The Spill Meeting must be held within 90 days of the date of the 2019 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2018 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that the shareholders vote in favour of adopting the Remuneration Report.

Resolution 1 is put to the shareholders at the Annual General Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting Exclusion

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by:

- A member of Key Management Personnel (“KMP”), details of whose remuneration are included in the Remuneration Report; and
- A Closely Related Party of such a member.

However, the Company will not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy appointed in writing that directs the proxy how to vote on Resolution 1, and the vote is not cast on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 that vote will be disregarded by the Company (as indicated above). Please read the information in the Proxy Form which deals with the Chairman’s voting of proxies on Resolution 1 to adopt the Remuneration Report.

3. Resolution 2 - Re-election of Director – Michael Pixley

The ASX Listing Rules and the Constitution of the Company require each Director to be re-elected every three years and also that an election of Directors be held each year. Michael Pixley is a current Director of the Company who is retiring and, being eligible, seeks re-election in accordance with the Company’s Constitution.

4. Resolution 3 - Ratification of prior share and option issue

On 5 July 2017, the Company issued 24,000,000 fully paid ordinary shares (“Shares”) to the acquisition of the Global Apple retail business.

Under Listing Rule 7.1, a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company. The placement of the Shares did not result in the issue of more than 15% of the issued capital of the Company, but the Board would like the flexibility to issue further shares over the next 12 months.

Under Listing Rule 7.4, it is possible for shareholders to approve an issue of securities which has already taken place, for the purposes of excluding that number of securities from the calculation of the 15% threshold under Listing Rule 7.1. If shareholders approve this resolution, then the shares issued pursuant to the placement will not be taken into account in calculating whether the 15% threshold is exceeded by issues in the 12 months following approval that are not otherwise exempt from Listing Rule 7.1.

In compliance with ASX Listing Rule 7.5, the following information is provided in relation to approval under Listing Rule 7.4:

- a) 24,000,000 Shares were allotted and issued;
- b) the issue price of the Shares was 2.5c per Share;
- c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;

- d) the Shares were allotted to:
 - LEE Thiam Seng - 20 million shares; and
 - Martha TAN Mee Hoon - 4 million shares.
- e) The funds raised from the issue of the Shares were wholly spent on the acquisition of the Global Apple retail business.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Lee and/or Ms Tan or an associate of them. However, the Company need not disregard a vote cast on Resolution 3 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) it is cast by 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.

4. Resolution 4 – Additional Share Issue Capacity under Listing Rule 7.1A

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period (10% Placement Facility). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a) it has a market capitalisation of \$300 million or less; and
- b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will also satisfy both these criteria at the date of the Meeting.

Accordingly, Resolution 4 seeks Shareholder approval by special resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3, to such persons as the Board may determine, on the terms as described in this Explanatory Statement, which forms part of the Notice of Meeting.

Resolution 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by shareholders entitled to vote on Resolution 4 must be in favour of the resolution.

If Resolutions 3 and 4 are approved the Company will have the capacity to issue:

- (i) 44,605,057 equity securities under ASX Listing Rule 7.1; and
- (ii) 27,336,705 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 4 will be to allow the Directors to issue the equity securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a) the date on which the price at which the securities are to be issued is agreed; or
 - b) if the securities are not issued within five trading days of the date referred to in paragraph (a), the date on which the shares are issued.
- If Resolution 4 is approved by Shareholders and the Company issues securities under the 10% Placement Facility, the existing Shareholders face the risk of economic and voting dilution as a result of the issue of shares which are the subject of this resolution, to the extent that such shares are issued; including:
 - a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - b) the shares may be issued at a price that is at a discount to the market price for those shares on the issue date, or the shares may be issued as part consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the shares.
- The following table gives examples of the potential dilution of existing ordinary shareholders based on the current market price of shares and the current number of ordinary securities for variable “A” calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ¹	Dilution			
	Issue price (per Share)	\$0.016 50% decrease in Issue Price	\$0.032 Issue Price	\$0.064 100% increase in Issue Price
297,367,046 (Current)	Shares issued	297,367,046	297,367,046	297,367,046
	Funds raised	\$4,757,873	\$9,515,745	\$19,031,491
446,050,569 (50% increase)	Shares issued	446,050,569	446,050,569	446,050,569
	Funds raised	\$7,136,809	\$14,273,618	\$28,547,236
594,734,092 (100% increase)	Shares issued	594,734,092	594,734,092	594,734,092
	Funds raised	\$9,515,745	\$19,031,491	\$38,062,982

¹ Variable “A” in Listing Rule 7.1A.2

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of shares available under the 10% Placement Facility in Listing Rule 7.1A.
 - (ii) No options over ordinary shares are exercised before the date of issue of ordinary shares under Listing Rule 7.1A.
 - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (iv) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity available under ASX Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The issue price is \$0.032, being the price of the Shares on ASX on 3 September 2018.
 - (viii) Resolution 3 is passed at the Annual General Meeting.
- If any of the shares being approved by this resolution are issued, they will be issued during the Placement Period, that is, within 12 months of the date the AGM, i.e. by 2 November 2019, and the approval being sought by this resolution will cease to be valid if Shareholders approve a transaction under ASX Listing Rules 11.1.2 or 11.2 prior to 2 November 2019.
 - The shares will be issued to raise funds for the costs of opening additional stores and working capital for the Company. A proportion of the shares may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
 - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
 - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of any equity securities that may be issued have not been determined as at the date of this Notice, but may include existing Shareholders as well as new Shareholders who are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - the methods of raising funds that are available to the Company and balancing interest from potential allottees with the interests of existing Shareholders;
 - the effect of the issue of the Shares on the control of the Company. Allocation will be subject to takeover thresholds;
 - the financial situation and solvency of the Company and its projected need for working capital at any given time; and
 - advice from corporate, financial and broking advisors (if applicable).

Previous Approval under ASX Listing Rule 7.1A

- The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2017 Annual General Meeting held on 14 November 2017.
- In the 12 months preceding the date of the proposed 2018 Annual General Meeting, the Company issued a total of 24,000,000 equity securities which represents 8.78% of the total number of equity securities on issue at the commencement of the 12-month period (being 2 November 2017).

- The details of the issue of equity securities during the year were as follows:

Date of issue	5 July 2018
Number of equity securities issued	24,000,000
Class	Ordinary shares
Issued to	Vendors as set out in table below
Issue price	2.5c, being neither a premium or discount to the closing price on that day of 2.5c.
Cash consideration	The cash consideration was \$600,000. The proceeds have been wholly spent on the acquisition of the Global Apple retail business.

The Shares were issued to the following:

NAME	SHARES
Martha Tan Mee Hoon	4,000,000
Lee Thiam Seng	20,000,000
TOTAL	24,000,000

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who may participate in the 10% Placement Facility or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of any such person. However, the Company need not disregard a vote cast on Resolution 4 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) it is cast by 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.

At this point in time, there are no potential allottees to whom shares may be issued under this resolution. Therefore, no existing Shareholders' votes will be excluded be excluded from voting on Resolution 4.

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 31 October 2018, 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 Annual 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 Annual General Meeting, that is, by 10am, Sydney time, on 31 October 2018 by mail or by delivery at the Company's Office, being Suite 2, Level 5, 23-25 O'Connell Street, Sydney or by facsimile on (02) 8078 6677.

A form of proxy accompanies this Notice of Annual General Meeting.

Proxy Notes:

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a person as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual 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 Annual General Meeting, the representative of the body corporate to attend the Annual 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 8078 6677 or by post or delivery to Level 5, 23-25 O'Connell Sydney, NSW 2000 not less than 48 hours prior to the time of commencement of the Annual General Meeting.

Proxy Form - Story-I Limited ACN 163 916 989

I/We.....

of

appoint

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 Annual General Meeting of the Company to be held on 2 November 2018 at 10am (Sydney time) 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
Financial Statements & Reports	No voting required		
Resolution 1 - Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-election of Mr Pixley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Ratification of prior share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Additional Share Issue Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

* If you mark the Abstain box for a particular 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