

STORY-I LIMITED

ACN 163 916 989

PROSPECTUS

For an offer of up to 1,000 New Shares at an issue price of A\$0.024 (**Cleansing Offer**). The Cleansing Offer is included primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares recently issued by the Company.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

IMPORTANT INFORMATION

General

This Prospectus is dated 22 April 2021 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No New Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the office of the Company at Level 1, 247 Oxford Street, Leederville WA 6007, Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 4.2).

The New Shares offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks applicable to the Company.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

This Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Cleansing Offer contemplated by this Prospectus are only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

Applications for New Shares will only be accepted on an Application Form that is provided by the Company, with a copy of this Prospectus in either paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless a complete and unaltered copy of this Prospectus accompanies it.

No person is authorised to give any information or to make any representation in connection with the Cleansing Offer that is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Cleansing Offer.

No action has been taken to permit the offer of New Shares under this Prospectus in any jurisdiction other than Australia.

Applicable law may restrict the distribution of this Prospectus in jurisdictions outside Australia and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

Continuously Quoted Securities

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

Exposure Period

No exposure period applies to the Cleansing Offer.

Speculative Investment

An investment in the New Shares should be considered highly speculative. Refer to Section 3 for details of the key risks applicable to an investment in the Company.

Persons wishing to apply for New Shares should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance profits and losses and prospectus of the Company and the rights and liabilities attaching to the New Shares.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Shares have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

There is no guarantee that the New Shares will make a return on the capital invested, that dividends will be paid on the New Shares or that there will be an increase in the value of the New Shares in the future.

Forward-looking Statements

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risks associated with an investment in the Company are detailed in Section 3. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Website

No document or information included on the Company's website is incorporated by reference into this Prospectus.

Currency

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Time

All references to time in this Prospectus are references to AWST, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 6.

CORPORATE DIRECTORY

Directors

Djohan Widodo – Non-Executive Chairman
Michael Chan – Executive Director
Hang-Peng Lee – Non-Executive Director
Michael Pixley – Non-Executive Director

Company Secretary

Stuart Usher

Registered Office

Level 1, 247 Oxford Street
Leederville WA 6007
Australia

Website

<https://story-i.com.au>

ASX Code

SRY

* Included for information purposes only. These entities have not been involved in the preparation of this Prospectus.

Auditors*

Stantons International Audit and Consulting Pty Ltd
Level 2, 1 Walker Avenue
West Perth WA 6005
Australia

Share Registry*

Advanced Share Registry Services
110 Stirling Highway
Nedlands WA 6009
Australia

Phone (within Australia): 1300 113 258
Phone (International): +61 (0)8 9389 8033

Home Exchange

Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

PROPOSED TIMETABLE

Event	Indicative Date
Lodgement of Prospectus with ASIC	22 April 2021
Cleansing Offer Opening Date	22 April 2021
Cleansing Offer Closing Date	5:00pm (AWST) 22 April 2021

The above timetable is indicative only and subject to change. Subject to compliance with all applicable laws, the Directors reserve the right to vary these dates, including the Closing Date of either of the Cleansing Offer at any time after the Opening Date, without prior notice.

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1. Details of the Cleansing Offer

1.1 Background

The Company is offering, pursuant to this Prospectus, 1,000 New Shares each at an issue price of A\$0.024 (**Cleansing Offer**).

All of the New Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus. Refer to Section 4.1 for a summary of the rights attaching to the Shares.

The Company is only extending the Cleansing Offer to specific parties on invitation from the Directors. The Company will only provide Application Forms to these parties.

At the Company's annual general meeting held on 28 January 2021 the Company obtained Shareholder approval to issue an aggregate of 6,488,068 Shares at an issue price of A\$0.016 per Share as follows:

- (i) 581,818 Shares to Endeavour Pacific Pty Ltd (**Endeavour Pacific**);
- (ii) 3,937,500 Shares to Alfavista Corporate Services Pty Ltd (**Alfavista**); and
- (iii) 1,968,750 Shares to Michael Pixley,

(and/or their nominees) (together, the **AGM Shares**).

The AGM Shares were issued on 5 February 2021. Refer to the Appendix 2A dated 5 February 2021 for further details.

1.2 Purpose of the Cleansing Offer

The Company is seeking to raise a nominal amount of \$24.00 (before expenses) under this Prospectus. Accordingly, the purpose of this Prospectus is not to raise capital.

This Prospectus has been issued, and the Cleansing Offer is being undertaken, to facilitate the secondary trading of the AGM Shares by the Company, as they were issued without disclosure under Part 6D.2 of the Corporations Act.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). The Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the

prospectus are still open for acceptance on the day on which the relevant securities were issued; and

- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

1.3 Purpose of the Prospectus

Accordingly, the purpose of this Prospectus is to:

- (a) make the Cleansing Offer; and
- (b) ensure that the on-sale of the AGM Shares does not breach section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in section 708A(11) of the Corporations Act.

1.4 Minimum subscription

There is no minimum subscription for the Cleansing Offer.

1.5 Opening and closing dates

The Company will accept Application Forms for the Cleansing Offer until 10.00pm (AWST) on 22 April 2021 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the closing dates of the Cleansing Offer without prior notice. If a closing date is varied, subsequent dates may also be varied accordingly.

1.6 Application Forms

The Company will send this Prospectus, together with a Cleansing Offer Application Form, to selected persons whom the Directors determine are eligible to participate in the Cleansing Offer.

If you wish to subscribe for New Shares, you should complete and return the Cleansing Offer Application Form, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions in the Cleansing Offer Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of New Shares.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form is final.

1.7 Issue and Dispatch

All New Shares under the Cleansing Offer are expected to be issued on or before the dates specified in the Indicative Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

1.8 Application Monies held on trust

All Application Monies received for the New Shares will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

1.9 ASX Quotation

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made within seven days of the date of this Prospectus.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

1.10 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Cleansing Offer, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

1.11 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.12 Residents outside Australia

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the New Shares. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.13 Risk factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed in Section 3.

1.14 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Shares under this Prospectus.

1.15 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Acceptance.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.16 Major activities and financial information

A summary of the activities and financial information relating to the Company for the financial year ended 30 June 2020 is in the Annual Report which was lodged with ASX on 2 November 2020.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Annual Report are listed in Section 4.2.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Cleansing Offer.

1.17 Enquiries

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on +61 499 900 044.

2. Purpose and Effect of the Cleansing Offer

2.1 Capital Structure on completion of the Cleansing Offer

The effect of the Cleansing Offer on the capital structure on the Company is as follows:

	Shares
Existing Shares	376,404,857
Issue of New Shares	1,000
Total	376,405,857

2.2 Effect of the Cleansing Offer on the Company

After paying for the expenses of the Cleansing Offer of approximately \$5,000, there will be no proceeds from the Cleansing Offer. The expenses of the Cleansing Offer exceeding \$24 (being the amount raised if the Cleansing Offer is fully subscribed) will be met from the Company's existing cash reserves.

The Cleansing Offer will have a minimal effect on the Company's financial position, being receipt of funds of \$24 less costs of preparing the Prospectus.

2.3 Market price of Shares

The highest and lowest market sale prices of Shares on ASX during the three months immediately preceding the date of this Prospectus and the respective dates of those sales were:

Highest:	A\$0.047
Lowest:	A\$0.009
Latest	A\$0.024

2.4 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

3. Risk Factors

The New Shares are considered highly speculative. An investment in the Company is not risk free. The proposed future activities of the Company are subject to a number of risks and other factors that may affect its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Directors and management of the Company and cannot be mitigated.

The risks described in this Section 3 are not an exhaustive list of the risks faced by the Company or by investors in the Company. It should be considered in conjunction with other information in this Prospectus. The risks described in, and others not specifically referred to, in this Section 3 may in the future materially affect the financial performance and position of the Company and the value of the New Shares offered under this Prospectus. The New Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those securities. The risks described in this Section 3 also necessarily include forward looking statements. Actual events may be materially different to those described and may therefore affect the Company in a different way.

Investors should be aware that the performance of the Company may be affected and the value of its Shares may rise or fall over any given period. The Directors strongly recommend that potential investors consider the risks detailed in this Section 3, together with information contained elsewhere in this Prospectus, and consult their professional advisers, before they decide whether to apply for the New Shares.

3.1 Risks Specific to the Company

(a) **Reliance on suppliers**

Story-I is reliant on its major suppliers, in particular Apple, PT Teletama Artha Mandiri, PT ECS Indo Jaya and PT Sistech Kharisma. The Company's success depends on its ability to maintain good relationships with and retain suppliers. The agreements with suppliers are subject to review and renewal on a periodic basis. In the event that the agreements are terminated or not renewed upon their expiry date, or if the agreements are renewed on less favourable terms, the business and financial performance will be adversely affected.

There is also no guarantee that the suppliers will be able to supply sufficient quantities of products to Story-I as and when required. In the event that Story-I cannot meet the demands of its customers, the business and profitability will be materially affected.

The Company's ability to remain as an authorised reseller of Apple and Samsung products is important to the ongoing success of the Company. In the event that the Company was no longer an authorised reseller of Apple and Samsung products, the Company would lose its main revenue contribution and the profitability, business and financial performance will be adversely affected.

(b) **Location of assets and operations**

The assets and operations of Story-I are located predominately in Indonesia. The location may create challenges for the Board in managing the Company and maintaining the security of its assets. Indonesia's political institutions and democracy have a relatively short history, increasing the risk of political instability. Indonesia has in the past faced political and militant unrest within several of its regions, and further unrest could present a risk to the local economy and stock markets. The country has also experienced acts of terrorism, predominantly targeted at foreigners, which has had a negative impact on tourism. Corruption and the perceived lack of a rule of law in dealings with international companies in the past may have discouraged much-needed foreign direct investment. Should this issue remain, it could negatively impact the long-term growth of the economy.

Many economic development problems remain, including high unemployment, developing banking sector, corruption, inadequate infrastructure, poor investment client and an equal resource distribution among regions.

The Company is required to comply with a range of laws and regulations which apply in Indonesia. The impact of actions by the government of Indonesia and local governments and regulatory authorities may affect the Company's operations, including matters such as changes to Indonesia's fiscal and taxation laws, company laws, contract and occupational health and safety laws and regulations.

(c) **Imitation**

The Company is susceptible to others imitating the Apple brand and infringing their intellectual property rights. Imitation or counterfeiting of the products would diminish the value of these brands and negatively affect the Company's revenue.

In addition, should there be any adverse publicity against any of these brands that may erode consumer confidence and perception of the products, or decreased customer acceptance of the brands, it may have a negative impact on the business and financial performance of Story-I.

(d) **Direct sales by suppliers**

Apple does not sell directly to consumers in Indonesia. There is no assurance that Apple will not do so in the future, which will be likely to reduce the Company's share of the market. Customers are able to buy direct from Apple online. If more customers buy directly online, it will reduce the Company's share of the market.

(e) **New store locations**

Expansion of the business is dependent on the securing of good store locations. The expansion of the business depends on securing further sites for stores within large shopping malls. Inability to continue to secure stores in large shopping malls will hinder the expansion of the business.

(f) **Competition from parallel imports**

Competitors may import identical goods which Story-I sells into Indonesia from third countries. These parallel imports of the goods may lower sales and/or the prices of products sold and erode gross profit margins, which would in turn affect the Company's revenue and profitability.

(g) **Price controls**

The Company is subject to resale price controls by some suppliers. This may result in an inability of the Company to implement pricing discount strategies in order to differentiate the Company from the other retailers.

(h) **Trade credit from suppliers**

The trade credit provided by suppliers on the products purchased from them provide the Company with significant funding liquidity. There is a risk to the Company's funding if such credit were withdrawn. Any withdrawal or reduction in credit extended may result in a reduction in the current level of inventory which will adversely affect the business and financial performance.

(i) **Credit risks on corporate customers**

The Company provides credit terms to its corporate customers. There is no assurance that Company will be able to collect all its trade receivables within any credit terms granted or at all and if so, the Company's cash flow and financial performance would be adversely affected.

(j) **Reliance on key and skilled personnel**

The Company is reliant on its ability to retain senior management and experienced personnel. The loss of the services of senior management personnel without suitable replacements or the inability to attract and retain qualified personnel can adversely affect performance.

(k) **Risks in relation to the expansion of the business**

The business has experienced rapid growth since 2010 and the Company plans to continue to grow as fast as possible. Future operating results will depend on the Company's ability to manage its growth including the ability to control costs, implement and improve operational and financial control systems and to hire, expand, train and manage our employees. Any unexpected decline in the growth of revenue without a corresponding decline in the growth of operating costs and the inability to manage growth effectively will result in the financial position and operating results being adversely affected.

(l) **Foreign exchange risks**

As the Company's operations are wholly in Indonesia, all revenue is earned in IDR. Most purchases of goods for resale are denominated in IDR. However a significant portion of the purchase of goods for resale are funded through USD loans. Accordingly, a foreign exchange risk exists in relation to any significant fluctuations in currency exchange rates between the time of our purchases and payments in foreign currencies. The Company does not have any formal policy for hedging against foreign exchange exposure.

3.2 Industry Risks

(a) **Dependence on Apple's ability to capture market share**

The demand for digital lifestyle products is susceptible to changes in consumer tastes. Apple brand products are marketed not only as digital products but also as lifestyle goods. This means that the sale of these products is dependent on consumer trends. In the event that the Company and/or Apple are unable to keep up with the rapidly changing consumer tastes and continue to develop novel products that are capable of satisfying the evolving consumer tastes, there will be a negative impact on our revenue.

(b) **Technology changes**

The industry is characterised by rapid changes in technology, introduction of new products and services, and changing consumer needs, demands and preferences. As a result, the Company is required to constantly keep abreast of the changes in technology in the industry in order to provide the most up-to-date digital lifestyle products and services to meet our customers' needs, demands and preferences

(c) **Stock obsolescence and price erosion**

The Company is exposed to risks of any stock obsolescence and price erosion. In particular, Apple and other suppliers do not have a policy of disclosing information about new products before they are officially launched. The Company is therefore exposed to risks of accumulating stocks of older models which may be redundant after the launch of the new products or which may have to be sold at discounted prices.

(d) **Low barriers to entry**

The digital lifestyle products retail industry is competitive. The entry of new players into the industry will increase competitive pressure faced by existing operators. There are few barriers to prevent new competitors from entering into the industry.

3.3 General Risks

(a) Trading Price of Shares

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks, and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(b) Additional Requirements for Capital

The capital requirements of the Company depend on numerous factors. Depending on the ability of the Company to generate income from its operations, the Company may require further financing in the future. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

(c) Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

(d) Force Majeure

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(e) Acquisitions

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are

complementary to the Company's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

3.4 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of its New Shares.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus. Therefore, the New Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Shares pursuant to this Prospectus.

4. Additional information

4.1 Rights Attaching to New Shares

A summary of the rights attaching to New Shares is detailed below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities that attach to New Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General Meetings

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(b) Voting Rights

Subject to any rights or restrictions, at general meetings:

- (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
- (ii) has one vote on a show of hands; and
- (iii) has one vote for every Share held, upon a poll

(c) Dividend Rights

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive. Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend.

(d) Variation of rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) Transfer of Shares

Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer. In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien.

(f) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. The Directors may convene a

general meeting at their discretion. General meetings shall also be convened on requisition as provided for by the Corporations Act.

(g) **Unmarketable parcels**

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

(h) **Winding-up**

If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.

4.2 Company is a Disclosing Entity

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares are in the same class as Shares that have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or operation to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the annual financial report of the Company for the financial year ended 30 June 2020 being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
- (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (i) above until the issue of this Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of its annual report on 2 November 2020:

Date Lodged	Subject of Announcement
21 April 2021	Response to ASX Query Letter
21 April 2021	Change of Director's Interest Notice – Amended
14 April 2021	Change of Director's Interest Notice
14 April 2021	Request for extension of voluntary suspension
6 April 2021	Final Director's Interest Notice
6 April 2021	Request for extension to voluntary suspension
30 March 2021	Cancellation of Placement and Resignation of Director
29 March 2021	Request for extension to voluntary suspension
24 March 2021	Suspension from Official Quotation
22 March 2021	Change in substantial holding
22 March 2021	Trading Halt
19 March 2021	Change in substantial holding
19 March 2021	Change in substantial holding
16 March 2021	Change of Director's Interest Notice
16 March 2021	Change in substantial holding
16 March 2021	Proposed issue of Securities – SRY
16 March 2021	\$2.1M Placement to Drive Growth
12 March 2021	Trading Halt
9 March 2021	Response to ASX Price Query
3 March 2021	Change in substantial holding
1 March 2021	Appendix 4D & Interim Financial Report
5 February 2021	Notice Under Section 708A(5)(e) of the Corporations Act
4 February 2021	Change of Director's Interest Notice
28 January 2021	Results of AGM
22 January 2021	Business Update
4 January 2021	Pause in Trading
17 December 2020	Notice of Annual General Meeting/Proxy Form
2 November 2020	Appendix 4G

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the office of the Company at Level 3, 12 Pirie Street Adelaide SA 5000:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 4.12 and the consents provided by the Directors to the issue of this Prospectus.

4.3 Information Excluded from Continuous Disclosure Notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be included in this Prospectus.

4.4 Determination by ASIC

ASIC has not made a determination that would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Shares under this Prospectus.

4.5 Directors' Interests

Except as disclosed in this Prospectus, no Director and no firm in which a Director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Securities offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Securities offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Securities offered under this Prospectus.

4.6 Directors' Interests in Securities

Set out in the table are details of the Directors' relevant interests in the Securities at the date of this Prospectus:

Director	Shares
Djohan Widido	-
Michael Chan	47,509,646
Han-Peng Lee	19,309,090
Michael Pixley	988,750

4.7 Directors' Remuneration

The remuneration of the Directors for the previous two financial years is as follows:

Director	Financial Year	Salary and Fees	Share-based payments	Total
Djohan Widido	2019	-	36,000	36,000
	2020	31,500	-	31,500
Michael Chan	2019	-	120,000	120,000
	2020	105,000	-	105,000
Han-Peng Lee	2019	-	36,000	36,000
	2020	31,500	-	31,500
Michael Pixley	2019	36,000	-	36,000
	2020	-	31,500	31,500

4.8 Related Party Transactions

At the date of this Prospectus, no material transactions with related parties and Directors interests exist that the Directors are aware of, other than those disclosed in this Prospectus.

4.9 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Cleansing Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Cleansing Offer; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Cleansing Offer.

4.10 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

4.11 Expenses of the Cleansing Offer

The estimated expenses of the Cleansing Offer are \$3,206 (ASIC lodgement fee) and \$5,000 (legal expenses).

4.12 Consents

Stantons International Audit and Consulting Pty Ltd has given, and, as at the date hereof, has not withdrawn, its written consent to being named in this Prospectus as auditors to the Company. Stantons International Audit and Consulting Pty Ltd has not authorised or caused the issue of this Prospectus or the making of the Cleansing Offer. Stantons International Audit and Consulting Pty Ltd makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

Advanced Share Registry Services has given, and, as at the date hereof, has not withdrawn, its written consent to being named in this Prospectus as share registry to the Company. Advanced Share Registry Services has not authorised or caused the issue of this Prospectus or the making of the Cleansing Offer. Advanced Share Registry Services makes no representation regarding, and to

the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement with ASIC of this Prospectus.

5. Authorisation

This Prospectus is authorised by each of the Directors. This Prospectus is signed for and on behalf of the Company by:

A handwritten signature in black ink, appearing to read 'Michael Chan', is positioned above the printed name and title.

Michael Chan
Executive Director

22 April 2021

6. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

Acceptance means a valid application for Shares made pursuant to this Prospectus on an Application Form.

AGM has the meaning given in Section **Error! Reference source not found.**

Alfavista means Alfavista Corporate Services Pty Ltd.

Applicant means a person who submits an Application Form.

Application Form means the application form provided by the Company with a copy of this Prospectus.

Application Monies means application monies for New Shares received by the Company from an Applicant.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

AWST means Australian Western Standard Time, being the time in Perth, Western AUstralia.

Board means the board of Directors.

Chairman means chairman of the Board.

CHESS means ASX Clearing House Electronic Subregister System.

Cleansing Offer Application Form means the application form attached to, or accompanying this Prospectus, to be used for the purposes of applying for New Shares.

Cleansing Offer has the meaning given in Section **Error! Reference source not found.**

Closing Date, in relation to an Offer, means the closing date of that Offer as specified in the Indicative Timetable as varied from time to time.

Company or **Story-I** means Story-I Limited ACN 163 916 989.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Director means a director of the Company.

Endeavour Pacific means Endeavour Pacific Pty Ltd.

Listing Rules means the Listing Rules of ASX.

New Shares means the Shares offered pursuant to the Cleansing Offer.

Option means the right to acquire one Share in the capital of the Company.

Prospectus means this prospectus dated 22 April 2021.

Section means a section of this Prospectus.

Securities mean any securities including Shares or Options issued or granted by the Company.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

