



(Translation)

SET No. 24/2018

30 April 2018

Subject: Issuance and Offering of Short-term Debt Instrument and Connected Transaction Regarding Receipt of Financial Assistance

To: President,
The Stock Exchange of Thailand

Enclosure: Information Memorandum on Connected Transaction Regarding Receipt of Financial Assistance of Adamas Incorporation Public Company Limited

Adamas Incorporation Public Company Limited (“the Company”) would like to inform the significant resolution of the Board of Directors’ Meeting No. 7/2018 held on 27 April 2018, the details of which are as follows.

1. Approval of issuance and offering of Short-term Bills of Exchange (“B/E”) and Promissory Note (“P/N”), the details of which are as follows:

Type of Debt instrument	Unsecured Short-term Bills of Exchange and Promissory Note
Objective	For repayment of loan, utilizing as working capital and expansion of business
Amount	Outstanding amount not exceeding 200 Million Baht at any time. Once redemption of B/E or P/N occurred, the Company could reissue and reoffer the aforementioned redemption value which the outstanding amount at any time must not exceed the aforementioned amount.
Currency	Baht currency
Offer Price and Interest	Depending on market conditions at the time of issuance and offering.
Tenor	Not exceeding 270 days from the date of issuance of the B/E or P/N each time.
Offering	B/E or P/N shall be offered at one time or multiple times in a rotating manner to

	Private Placement and/or institutional investors and/or High Net Worth Investor and/or investors related to the Company* at the same time or several in accordance with the rules prescribed in the Notification of the Securities and Exchange Commission and Stock Exchange of Thailand and the Capital Market Supervisory Board or other relevant regulations.
Other Conditions	The authority is assigned to the Chief Executive Director and/or the person authorized by the Board of Directors to determine the details of B/E and P/N including tenor, face value, offering price, interest rate, redemption rights, type of allocation, issuance and offering period as well as the authority to perform necessary and appropriate actions.

Remark: * investors related to the Company are those persons related to the Company in form of business relationship, investment, or management and administration of the Company such as customers, raw material supplier, people who will join the business with the Company or subsidiaries (parent company, subsidiaries, subsidiaries in the same order or associated companies), shareholders of the Company from 5% upwards of the total number of shares, directors, executives, employees of the Company, directors and executives of affiliated companies etc.

- The Board of Directors' Meeting passed the resolution on approval of the connected transaction regarding receipt of financial assistance from Mr. Kriangkrai Siravanichkan in amount of not exceeding 200 Million Baht, in the form of 8-month promissory notes due 31 December 2018, at the rate of 3% per annum for loan repayment.

Please be informed accordingly.

Sincerely yours

Adamas Incorporation Public Company Limited

Signed _____

(Mr. Monchai Orawongpaisan)
Director of the Company

Information Memorandum Regarding the Receipt of Financial Assistance

Adamas Incorporation Public Company Limited

Adamas Incorporation Public Company Limited (“the Company”) would like to inform the resolution of the Board of Directors' Meeting No. 7/2018 held on 27 April 2018, which passed the resolutions and approved to receive financial assistance from connected persons. The details of which are as follows.

1. Date of Transaction

30 April 2018

2. Related Parties and Relationship with the Listed Company

Name of the recipient of the financial assistance : Adamas Incorporation Public Company Limited

Name of the offer person of the financial assistance: Mr. Kriangkrai Siravanichkan, Chairman of the Board of Directors and Chief Executive Officer (Acting) holds 87.82% of shares of the Company

3. General Explanation regarding Nature of the Connected Transaction

The Company receives financial assistance from Mr. Kriangkrai Siravanichkan in form unsecured promissory notes with interest payment due at maturity for the purpose of loan repayment. The details are as follows.

On 30 April 2018, the Company issues 2 promissory notes to Mr. Kriangkrai Siravanichkan. The details of which are as follows.

No. of transaction	Loan amount (Baht)	Interest rate (per annum)	Maturity date	Interest period (day)
1	80,000,000.00	3.00%	31/12/2018	245
2	16,000,000.00	3.00%	31/12/2018	245
Total	96,000,000.00			

4. Total Value, Size of the Transaction, and Criteria to Value the Transaction

Transaction size is calculated from all interest payment occurred from the maximum amount of 200 Million Baht with interest rate of 3% per annum for 8 months. The transaction size is 4.03 Million Baht, which is less than 20 Million Baht.

Therefore, the Company is required to receive approval from the Board of Directors' Meeting and disclose the information to the Stock Exchange of Thailand.

5. Attendance and voting of the connected persons

In the Board of Directors' Meeting No. 7/2018 held on 27 April 2018 for the agenda of considering the receipt of the financial assistance from the connected persons, Mr. Kriangkrai Siravanichkan who are connected persons did not attend the meeting and had no right to vote for this agenda.

6. Opinions of the Board of Director concerning the connected transaction

According to the Board of Directors' Meeting No. 7/2018 held on 27 April 2018, considered and opined that the transaction is reasonable and beneficial to the Company as the interest rate of loan paid to related parties is not high and loan conditions are better than loan proposed by financial institutions.

7. Opinions of the Audit Committee and/or the Board of Directors which is different form the Opinions of the Directors about the Connected Transaction (no.6)

-None-

Please be informed accordingly.

Sincerely yours

Adamas Incorporation Public Company Limited

Signed _____

(Mr. Monchai Orawongpaisan)
Director of the Company