



(Translation)

No. 002/2019

15 February 2019

Subject: Notification on Receiving of the Form of Announcement of Intention to Make a Tender Offer
(Form 247-3)

To: President,
The Stock Exchange of Thailand

Enclosure: a Copy of the Form of Announcement of Intention to Make a Tender Offer (Form 247-3)

Adamas Incorporation Public Company Limited (“the Company”) would like to notify that today (15 February 2019) the Company received a copy of the form of announcement of intention to make a tender offer (Form 247-3) from Mr. Supachoke Panchasarp. The significant details of which are as follows:

Tender Offeror	Mr. Supachoke Panchasarp
Offering price	1.00 Baht per share
Expected Official Date to submit the Tender Offer Documents	Within 25 February 2019
Number of Shares to be Tendered	35,425,537*Ordinary shares or 3.15 percent of the total issued and paid-up share of the Company
Preparer of Tender Offer	Capital Link Advisory Limited

Remark : * Number of offered shares are excluded the shares of 10 shareholders who show their intention not to sell the Company’s existing ordinary shares total amounts of 570,601,698 shares.

Other important details are set out in the Enclosure.

Please be informed accordingly.



Sincerely yours,

Adamas Incorporation Public Company Limited

Signed

-Mr. Kiangkrai Siravanichkan-

(Mr. Kiangkrai Siravanichkan)
Chairman of the Board of Directors

Announcement of Intention to Make a Tender Offer

1. Submission Date: February 14, 2019
2. Name(s) of the person(s) announcing the intention to make the tender offer
Mr. Supachoke Panchasarp
Telephone number: 02-026-3512
3. The tender offer is intended for an acquisition of the securities of Adamas Incorporation Public Company Limited (the "Company")
4. Details of the securities for which the tender offer is made:
() For tender offer of all securities of the Company
() For partial tender offer of the Company under Chapter 5 of the SEC Notification No. KorChor. 53/2545.

Type	Issue	Number of offered shares (share/unit)	Percentage of securities to be offered in comparison with		Expected offering price per unit	Offering amount
			Total number of outstanding securities of that class/issue ¹	Total voting rights of the Company		
Ordinary shares	-	35,425,537*	1,123,000,000	3.15	1.00	35,425,537
Preferred shares	-	-	-	-	-	-
Warrants	-	-	-	-	-	-
Convertible debentures	-	-	-	-	-	-
Other securities (if any)	-	-	-	-	-	-
Total				3.15		35,425,537

Remark: *Number of offered shares are excluded the shares of 10 shareholders who show their intention not to sell the Company's existing ordinary shares total amounts of 570,601,698 shares.

¹ In case of shares, regardless of class or issue, the total number of outstanding securities = ordinary shares + preferred shares – shares repurchased by the Company (Treasury shares) and are outstanding at the end of a month prior to the month in which the announcement of the intention to make a tender offer is submitted.

5. Securities held prior to making the tender offer and securities to be acquired under any other agreements. (As of the submission date of the announcement of intention)

5.1 Shares

Name	Class of shares	Number of shares	Percentage in comparison with the total number of outstanding shares of the Company ²	Percentage in comparison with the total voting rights of the Company
I. Person who makes the announcement				
- Mr. Supachoke Panchasarp	Ordinary shares	468,038,398	41.68	41.68
II. Persons in the same group as the person who makes the announcement	-	-	-	-
III. Related parties under Section 258 of the persons under I and II				
- Mrs. Kwaisun Panchasarp	Ordinary shares	48,934,367	4.36	4.36
IV. Other agreements to result in additional acquisition of shares by the persons under I to III	-	-	-	-
	Total	516,972,765	46.03	46.03

5.2 Convertible Securities

Name	Convertible securities		Number of units	Number of underlying shares ³	Percentage in comparison with the total number of outstanding shares of the Company ⁴
	Class	Issue			
I. Person who makes the announcement	-	-	-	-	-
II. Persons in the same group as the person who makes the announcement	-	-	-	-	-
III. Related parties under Section 258 of the persons under I and II	-	-	-	-	-
IV. Person who makes the announcement	-	-	-	-	-
			Total	-	-

² The total number of outstanding shares = ordinary shares + preferred shares - shares repurchased by the business and are outstanding at the end of a month prior to the month in which the announcement of intention to make a tender offer is submitted.

³ The number of underlying shares = the number of units multiplied by the number of shares to be acquired through exercising the right to purchase or convert per one unit of securities of such issue.

⁴ See Footnote 2.

6. Name of the tender offer preparer: Capital Link Advisory Limited

7. Name(s) of other advisor(s) (if any): - None -

8. Expected date for the official submission of the tender offer⁵: February 25, 2019

9. Essence of the contract/agreement/memorandum of understanding entered into by the person making the announcement of intention prior to making the announcement, for the purpose of substantial trading of securities of the Company, regardless of whether or not such contract/agreement/memorandum of understanding is entered into for trading of securities in the tender offer.

9.1 The Sales and Purchase Agreement between Asset Five Holding Company Limited and Adamas Incorporation Public Company Limited

9.2 Date of agreement 15 November 2018

9.3 Relevant Securities

Class of securities	Issue	Number of securities share/units	Percentage in comparison with the total number of outstanding securities of such class/issue ⁶	Percentage in comparison with the total voting rights of the business ⁷
Ordinary shares of the Company	-	752,836,413	67.04	67.04
Total			67.04	67.04

9.4 Name of advisor in entering into the contract (if any): - None -

9.5 Conditions and effective term of the contract and the responsibilities of the contractual parties:

The conditions precedent of the buyer

The buyer is entitled to follow his/her duties at the business transfer date only if the conditions precedent specified here are completely done prior to the deadline date:

- (1) The seller has obtained the authorization, approval and any consent necessary for the seller to enter into this agreement, as well as having performed duties and any transaction under this agreement whether from government agencies, regulatory authorities, the Board

⁵ Pursuant to Clause 15 of the SEC Notification No. KorChor. 53/2545, a tender offer (Form 247-4) shall be submitted to the SEC Office within seven business days from the submission date of the announcement of intention.

⁶ See Footnote 1.

of Directors, shareholders, the contract parties from the important agreements, and any other relevant person.

- (2) The guarantee statement of the seller is accurate and true in all respects at the business transfer date, and the seller and/or the guarantor does not conceal, omit to disclose, or distort any facts, which the seller or the guarantor knows or should know that this would cause the guarantee statement of the seller to become inaccurate or untrue after the business transfer.
- (3) The seller has submitted a copy of the share register book of shareholders specifying registration entries related to the stocks from the seller's company, its subsidiaries and affiliates since the date of registration to the present period, and having authorized directors of the seller's company, its subsidiaries and affiliates signing signature authentication.
- (4) The seller has submitted a copy of the share certificate related to the stocks from the seller's company, its subsidiaries and affiliates since the date of registration to the present period.
- (5) The seller has complied with the terms and conditions in all respects regarding the procedures prior to the business transfer date.

The conditions precedent of the seller

The seller is entitled to follow his/her duties at the business transfer date only if the conditions precedent specified here are completely done prior to the deadline date:

- (1) The buyer has obtained the authorization, approval and any consent necessary for the buyer to enter into this agreement, as well as having performed duties and any transaction under this agreement whether from government agencies, regulatory authorities, the Board of Directors, shareholders, the contract parties from the important agreements, and any other relevant person.
- (2) The guarantee statement of the buyer is accurate and true in all respects at the business transfer date, and the buyer does not conceal, omit to disclose, or distort any facts, which the buyer knows or should know that this would cause the guarantee statement of the buyer to become inaccurate or untrue after the business transfer.

⁷ Specify the number of voting rights only in cases where the relevant securities are shares.

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

-Mr. Supachoke Panchasarp-
(Mr. Supachoke Panchasarp)

I have reviewed the information with due care and hereby certify that the person making the announcement of intention is truly capable of making the tender offer as announced to the public and has duly disclosed complete information.

Capital Link Advisory Limited

Preparer of Tender Offer

-Mrs. Romrudee Siravanichkan-
(Mrs. Romrudee Siravanichkan)

-Mr. Kasin Theanchai-
(Mr. Kasin Theanchai)