

THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and the action you should take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on the acquisition of shares and other securities. The whole of the text of this document should be read.

If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares in Adamas Finance Asia Limited held in certificated form before the Ex-Entitlement Date, please immediately forward this document, together with the accompanying documents, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred, or sell or otherwise transfer, Existing Ordinary Shares held in an uncertificated form prior to the Ex-Entitlement Date, a claim transaction will automatically be generated by Euroclear which on settlement will transfer the appropriate number of Open Offer Entitlements to the purchaser or transferee. Instructions regarding split applications are set out in the Application Form. If you sell or have sold or otherwise transferred only part of your holding of Existing Ordinary Shares you should retain this document and the accompanying documents and should immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

This document and any accompanying documents should not be sent or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities law or regulations including, but not limited to, any Restricted Jurisdiction. In addition, subject to certain exemptions, Shareholders in any such Restricted Jurisdiction will not be eligible to acquire New Ordinary Shares or Open Offer Entitlements in connection with the Placing and Open Offer. In addition, subject to certain exceptions, Application Forms are not being posted to and no Open Offer Entitlements will be credited to a stock account of any person in any of the Restricted Jurisdictions. The attention of Overseas Shareholders and other recipients of this document who are residents or citizens of any country other than the United Kingdom is drawn to the section entitled "Overseas Shareholders" in paragraph 6 of Part III of this document.

The total consideration under the Open Offer will be less than €8.0 million (or an equivalent amount) in aggregate and the Placing Shares will only be available to qualified investors for the purposes of the Prospectus Regulation Rules Sourcebook or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. Neither the Placing nor the Open Offer constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and, accordingly, this document does not constitute, and is not required to be, a prospectus for the purposes of the Prospectus Regulation Rules Sourcebook made by the Financial Conduct Authority ("FCA") pursuant to sections 73A(1) and (4) of FSMA. This document has not been, and will not be, approved by, or filed with, the FCA. In addition, this document does not constitute an AIM Admission Document drawn up in accordance with the AIM Rules. This document has not been approved for issue by any person for the purposes of section 21 of FSMA.

The Directors of Adamas Finance Asia Limited accept responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and this document makes no omission likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM, a market operated by the London Stock Exchange. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an appropriately authorised independent financial adviser. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will occur and that dealings in the New Ordinary Shares to be issued pursuant to the Placing and Open Offer will commence on AIM at 8:00a.m. on 7 September 2020.

ADAMAS FINANCE ASIA LIMITED

(Incorporated in the British Virgin Islands with registration number 1459602)

Placing and Open Offer of up to 12,538,840 new Ordinary Shares

Notice of General Meeting and Change of Name

WH IRELAND LIMITED

Placing Manager

This document should be read as a whole. Your attention is drawn in particular to the letter from the Executive Chairman of Adamas Finance Asia Limited which is set out in Part I of this document. In addition, your attention is drawn to Part II of this document entitled "Risk Factors" which details certain risks which should be considered by Shareholders when considering whether or not to make an investment in the Company.

WH Ireland Limited (the "Placing Manager"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for the Company and no-one else in connection with the Placing and Open Offer and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Placing and Open Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the Placing and Open Offer or any other matter referred to herein. Its responsibilities as the Company's Placing Manager and nominated adviser under the AIM Rules for Companies are owed to the London Stock Exchange and the Company and not to any other person in respect of his decision to acquire New Ordinary Shares in reliance on any part of this document. The Placing Manager has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by the Placing Manager nor does it make any representation or warranty, express or implied, as to the accuracy of, any information or opinion contained in this document or for the omission of any information. The Placing Manager expressly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document.

No person has been authorised to give any information or make any representation relating to the Placing and Open Offer and, if given or made, such information or representation must not be relied upon as having been so authorised by the Company, the Directors or the Placing Manager. In particular, the content of the Company's website does not form part of this document and Shareholders and shareholders should not rely on it.

Qualifying Non-CREST Shareholders will find an Application Form accompanying this document. Qualifying CREST Shareholders (none of whom will receive an Application Form) will receive a credit to their stock accounts in CREST in respect of the Open Offer Entitlements which will be enabled for settlement at 8.00 a.m. on 20 July 2020. An application under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim arising out of a sale or transfer of Existing Ordinary Shares prior to the date on which the Existing Ordinary Shares were marked "ex-entitlement".

If the Open Offer Entitlements are for any reason not enabled by 8.00 a.m. on 20 July 2020 or such later time and date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlements credited to its stock account in CREST. Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST Sponsors regarding the action to be taken in connection with this document and the Open Offer.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer.

Notice of the General Meeting of the Company to be held at the Company's Hong Kong office at Level 12 Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan Hong Kong at 9.00 a.m. (BST) on 5 August 2020 is set out at the end of this document. The Form of Proxy for use at the General Meeting, where relevant, accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out thereon by post to Computershare Investor Services (BVI) Limited c/o Computershare Investor Services PLC, Corporate Actions Project, Bristol, BS99 6AH, so as to be received by not later than 9.00 a.m. (BST) on 3 August 2020 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). Holders of Depositary Interests who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST manual (available from www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf. In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depositary must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 9.00 a.m. (BST) on 31 July 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST voting instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Alternatively, holders of Depositary Interests can complete a Form of Instruction to appoint Computershare Company Nominees Limited, the Depositary's custodian, to vote on the holder's behalf at the General Meeting or, if the General Meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Instruction (and any power of attorney or other authority under which it is signed) must be delivered to the offices of the custodian, Computershare Investor Services PLC, Corporate Actions Project, Bristol, BS99 6AH, UK by no later than 72 hours before the time fixed for the General Meeting or any adjourned meeting.

The completion and return of a Form of Proxy, Form of Instruction (or the CREST voting instruction) will not preclude you from attending and voting at the General Meeting in person if you so wish.

The latest time and date for acceptance and payment in full under the Open Offer is 11.00 a.m. on 21 August 2020. The procedure for application and payment is set out in Part III of this document and, where relevant, in the Application Form.

Hard copies of this document are available on request from the Placing Manager.

FORWARD-LOOKING STATEMENTS

This document contains statements that are, or may be deemed to be, "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "anticipates", "believes", "could", "envisages", "estimates", "expects", "intends", "may", "plans", "projects", "should", "will" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs and current expectations of the Company or the Directors concerning, amongst other things, the results of operations, financial condition, liquidity, prospects, growth and strategies of the Company and the industry in which it operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The actual results, performance or achievements of the Company or developments in the industry in which it operates may differ materially from the future results, performance or achievements or industry developments expressed or implied by the forward-looking statements contained in this document.

Prospective investors are strongly recommended to read the risk factors set out in Part II of this document for a more complete exposition of the risks that could affect the Company's future performance and the industry in which it operates. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this document may not occur.

The forward-looking statements contained in this document speak only as at the date of this document. The Company undertakes no obligation to update or revise publicly the forward-looking statements contained in this document to reflect any change in expectations or to reflect events or circumstances occurring or arising after the date of this document, except as required in order to comply with its legal and regulatory obligations (including under the AIM Rules for Companies).

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for entitlement to participate in the Open Offer	14 July 2020
Announcement of the Open Offer	17 July 2020
Publication and posting date of this document, Form of Proxy, Form of Instruction and Application Form	17 July 2020
Ex-Entitlement Date for the Open Offer	8.00 a.m. on 17 July 2020
Open Offer Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders or as soon as possible thereafter	8.00 a.m. on 20 July 2020
Latest time and date for receipt of completed Forms of Proxy	9.00 a.m. (BST) on 3 August 2020
Latest time and date for receipt of completed Forms of Instruction or CREST voting instruction	9.00 a.m. (BST) on 31 July 2020
General Meeting	9.00 a.m. on 5 August 2020
Results of the General Meeting expected to be announced through a Regulatory Information Service	5 August 2020
Recommended latest time for requesting withdrawal of Open Offer	10.00 a.m. on 17 August 2020
Latest time for depositing Open Offer Entitlements into CREST	10.00 a.m. on 18 August 2020
Latest time and date for splitting of Application Forms (to satisfy <i>bona fide</i> market claims only)	11.00 a.m. on 19 August 2020
Latest time and date for receipt of completed Application Forms, and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 21 August 2020
Results of Open Offer expected to be announced through a Regulatory Information Service	8.00 a.m. on 24 August 2020
Latest date for settlement of subscription monies due from Placees under the Placing	5.00 p.m. on 1 September 2020
Admission effective and trading expected to commence in the New Ordinary Shares	8.00 a.m. on 7 September 2020
CREST members' accounts credited in respect of the New Ordinary Shares in uncertificated form	As soon as possible after 8.00 a.m. on 7 September 2020
Expected date of dispatch of share certificates in respect of the New Ordinary Shares in certificated form (certificated holders only)	By 11 September 2020

Notes:

- The ability to participate in the Open Offer is subject to certain restrictions relating to Qualifying Shareholders with registered addresses or who are located or resident in countries outside the UK (particularly the Excluded Overseas Shareholders), details of which are set out in paragraph 6 of Part III of this document. Subject to certain exceptions, Application Forms will not be dispatched to, and Open Offer Entitlements will not be credited to the stock accounts in CREST of, Shareholders with registered addresses in any of the Restricted Jurisdictions.*
- If you have any queries on the procedures for application under the Open Offer, you should contact the Receiving Agent, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH United Kingdom or telephone Computershare Investor Services plc on +44 (0)370 707 4040. Lines are open in the UK from 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding UK Bank Holidays. Computershare helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.*
- The above timetable is subject to change and the Company reserves the right to vary the timetable. If any of the details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service.*
- Different deadlines and procedures for applications may apply in certain cases. For example, if you hold your Ordinary Shares through a CREST member or other nominee, that person may set an earlier date for application and payment than the dates noted above.*
- Unless otherwise specified, all times are London times.*

PLACING AND OPEN OFFER STATISTICS

Mid-price per Existing Ordinary Share (as at close 16/07/2020)	GBP0.29
Issue Price of an Open Offer Share	GBP0.25
Discount to the mid-price of an Existing Ordinary Share (as at close 16/07/2020)	13.8%
Number of Ordinary Shares in issue on the Latest Practicable Date (excluding shares held in treasury)	103,019,422
Maximum number of Open Offer Shares to be issued under the Open Offer ¹	12,538,840
Maximum number of Open Offer Warrants to be issued under the Open Offer and Placing	12,538,840
Number of Open Offer Shares in respect of which Placing Commitments have been received	12,538,840
Number of Placing Commission Shares to be issued in satisfaction of the Placing Commission	626,942
Number of Ordinary Shares in issue following the Open Offer (excluding shares held in treasury) ²	116,185,204
Percentage of Enlarged Share Capital represented by the New Ordinary Shares to be issued pursuant to the Open Offer ²	11.3%
Maximum number of New Ordinary Shares capable of being issued pursuant to the terms of the Open Offer and Placing ³	25,704,622
Basis of the Open Offer	1 Open Offer Share for every 8.216 Ordinary Shares held on the Record Date
Gross proceeds of the Open Offer and Placing	GBP3,134,710
Market capitalisation of the Company at the Issue Price following Admission ⁴	GBP29,046,301
ISIN of the Existing Ordinary Shares	VGG008271246
SEDOL of the Existing Ordinary Shares	BF0GL09
ISIN of the Open Offer Entitlements	VGG008271329
SEDOL of the Open Offer Entitlements	BMCC212
TIDIM	ADAM

¹ On the assumption that the Open Offer is taken up in full by Shareholders.

² Being the issued share capital as enlarged by the New Ordinary Shares capable of being issued under the Open Offer and/or Placing and including the Placing Commission Shares.

³ This includes the resulting shares to be issued pursuant to the Open Offer and/or Placing, the Placing Commission Shares and assumes that the Open Offer Warrants are fully exercised.

⁴ This reflects the total number of New Ordinary Shares capable of being issued under the Open Offer and/or Placing, including the Placing Commission Shares.

DIRECTORS, SECRETARY AND ADVISERS

Directors:	John Croft (<i>Executive Chairman</i>) Viscount Hugh Trenchard (<i>Non-Executive Director</i>) Dr Lee George Lam (<i>Non-Executive Director</i>) Stuart Crocker (<i>Non-Executive Director</i>)
Registered Office:	Commence House Wickhams Cay 1 PO Box 3140 Road Town Tortola British Virgin Islands VG1110
Principal Place of Business:	12/F Infinitus Plaza 199 Des Voeux Road Central Hong Kong
Company Secretary:	Conyers Trust Company (BVI) Limited Commence House, Wickhams Cay 1 PO Box 3140 Road Town Tortola British Virgin Islands VG1110
Investment Manager:	Harmony Capital Investors Limited Intertrust Corporate Services (Cayman) Limited 190 Elgin Avenue George Town Grand Cayman KY1-9007 Cayman Islands
Placing Manager and NOMAD:	WH Ireland Limited 24 Martin Lane London EC4R 0DR
English Lawyers to the Company:	Locke Lord (UK) LLP Second Floor 201 Bishopsgate London EC2M 3AB
BVI Lawyers to the Company:	Conyers Dill & Pearman Romasco Place, Wickhams Cay 1 PO Box 3140 Road Town Tortola British Virgin Islands VG1110
Auditors:	Crowe U.K. LLP St Bride's House 10 Salisbury Square London EC4Y 8EH
Registrars:	Computershare Investor Services (BVI) Limited Woodbourne Hall PO Box 3162 Road Town Tortola British Virgin Islands

The Depositary:	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6AH
Receiving Agent:	Computershare Investor Services PLC Corporate Actions Projects Bristol BS99 6AH
Company Website:	www.adamasfinance.com

DEFINITIONS

“Act”	the Companies Act 2006 (as amended from time to time);
“Admission”	the admission of the Placing Shares, Placing Commission Shares and Open Offer Shares, to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM”	the AIM Market of London Stock Exchange plc;
“AIM Rules” or “AIM Rules for Companies”	the rules applicable to companies whose securities are traded on AIM as published and amended by the London Stock Exchange from time to time;
“AIM Rules for Nominated Advisers”	the rules for nominated advisers to AIM companies, as published and amended from time to time by the London Stock Exchange;
“Applicant”	a Qualifying Shareholder or a person entitled by virtue of a <i>bona fide</i> market claim who lodges an Application Form or delivers a relevant CREST instruction under the Open Offer;
“Application Form”	an application form enclosed with this document for use by Qualifying Non-CREST Shareholders in connection with the Open Offer;
“Articles”	the articles of association of the Company as at the date of this document;
“Broker”	Pello Capital Limited, 7th Floor, 10 Lower Thames Street, London EC3R 6AF;
“Business Day”	any day on which banks in the City of London are normally open for ordinary business;
“BVI”	British Virgin Islands;
“BVIBCA”	the BVI Business Companies Act, 2004 (as amended) and regulations made thereunder;
“Certificated” or “certificated form”	in relation to an Ordinary Share, title to which is recorded in the relevant register of Ordinary Shares as being held in certificated form (that is, not in CREST);
“Circular” or “this document”	this circular of the Company giving (amongst other things) details of the Placing and Open Offer;
“City Code”	the City Code on Takeovers and Mergers in the United Kingdom;
“Closing Price”	the closing middle market quotation of an Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange;
“Company” or “Adamas”	Adamas Finance Asia Limited, a company registered in the BVI with registered number 1459602;
“CREST”	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear is the Operator (as defined in the CREST Regulations);

“CREST Manual”	the compendium of documents entitled “CREST Manual” published by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, the CREST Rules (including CREST Rule 8), the CREST CCSS Operating Manual and the CREST Glossary of Terms;
“CREST member”	a person who has been admitted to CREST as a system-member (as defined in the CREST Regulations);
“CREST member account ID”	the identification code or number attached to a member account in CREST;
“CREST participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations);
“CREST payment”	shall have the meaning given in the CREST Manual;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended);
“CREST Sponsor”	a CREST participant admitted to CREST as a CREST sponsor;
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all CREST personal members);
“Depository”	Computershare Investor Services PLC;
“Depository Interests” or “DIs”	depository interests representing an entitlement to Ordinary Shares;
“Directors” or “Board”	the directors of the Company as at the date of this document whose names are set out on page 6 of this document;
“Disclosure and Transparency Rules”	the disclosure and transparency rules of the FCA;
“DocDoc”	DocDoc Pte Ltd, a company registered in Singapore with registered number 201208071C;
“Enlarged Share Capital”	the issued ordinary share capital of the Company immediately following Admission comprising the Existing Ordinary Shares and the New Ordinary Shares;
“Euroclear UK & Ireland”	Euroclear UK & Ireland Limited, the operator of CREST;
“Ex-Entitlement Date”	the date on which the Existing Ordinary Shares are marked “ex” for entitlement under the Open Offer by the London Stock Exchange;
“Excluded Overseas Shareholders”	other than as agreed between the Placing Manager and the Company or as permitted by applicable law, Shareholders who are located or have registered addresses in a Restricted Jurisdiction;
“Existing Ordinary Shares”	the 103,019,422 Ordinary Shares in issue at the date of this document, excluding shares held in treasury;
“FCA”	the Financial Conduct Authority of the United Kingdom;
“FLMH”	Fook Lam Moon Holdings, a company registered in British Virgin Islands with registered number 583002;
“FMHL”	Future Metal Holdings Limited, a company registered in British Virgin Islands with registered number 2016638;
“Form of Instruction”	the form of instruction for use by holders of Depository Interests in connection with the General Meeting and, where applicable, accompanying this document;

“Form of Proxy”	the form of proxy for use by Shareholders in connection with the General Meeting and, where applicable, accompanying this document;
“FSMA”	the Financial Services and Markets Act 2000, as amended;
“General Meeting”	the general meeting of the Company to be held at the Company’s Hong Kong office at Level 12 Infinitus Plaza, 199 Des Voeux Road, Central, Sheung Wan Hong Kong at 9.00 a.m. BST on 5 August 2020, or any adjournment thereof, notice of which is set out at the end of this document;
“ICG”	Infinity Capital Group, a company registered in Cayman Islands with registered number 325882;
“Infinity TNP”	Infinity TNP Limited, a company registered in Cayman Islands with registered number 355801;
“Investment Manager”	Harmony Capital Investors Limited;
“ISIN”	International Securities Identification Number;
“Issue Price”	£0.25 per New Ordinary Share;
“Latest Practicable Date”	5.00 p.m. on 16 July 2020;
“London Stock Exchange”	London Stock Exchange plc;
“Member Account ID”	the identification code or number attached to any member account in CREST;
“Meize”	Meize Energy Industries Holdings Limited, a company registered in Hong Kong with registered number 1270777;
“Money Laundering Regulations”	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended);
“New Ordinary Shares”	the Placing Shares, Placing Commission Shares and the Open Offer Shares to be issued by the Company pursuant to the Placing and the Open Offer;
“Official List”	the Official List of the United Kingdom Listing Authority;
“Open Offer”	the offer to Qualifying Shareholders, constituting an invitation to apply for the Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in this document and, in the case of Qualifying Non-CREST Shareholders, in the Application Form;
“Open Offer Entitlement”	the pro rata entitlement under the Open Offer for Qualifying Shareholders to apply for 1 Open Offer Share for every 8.216 Ordinary Shares held by them on the Record Date;
“Open Offer Shares”	up to 12,538,840 new Ordinary Shares proposed to be issued pursuant to the Open Offer or, as the context may require, such new Ordinary Shares as are allotted and issued to Qualifying Shareholders in accordance with the terms of the Open Offer;
“Open Offer Warrant”	each share warrant to be issued pursuant to the terms of the Open Offer Warrant Instrument on the basis of one warrant per Open Offer Share;
“Open Offer Warrant Instrument”	the warrant instrument executed by the Company dated 15 July 2020;
“Ordinary Shares”	ordinary shares of no par value in the capital of the Company;
“Overseas Shareholders”	Shareholders who are resident in or a citizen or national of any country outside the United Kingdom;

"Placee"	an eligible institutional investor which has committed to subscribe for New Ordinary Shares under the Placing;
"Placing"	the conditional placing of the Placing Shares pursuant to Placing Commitment Letters;
"Placing Manager"	WH Ireland Limited, 24 Martin Lane, London, EC4R 0DR;
"Placing Commission"	the commission payable to Placees in the form of New Ordinary Shares;
"Placing Commission Shares"	the New Ordinary Shares to be issued in satisfaction of the Company's obligations to pay Placing Commission to Placees;
"Placing Commitment Letter"	a commitment letter entered into between each Placee and the Company, pursuant to which such Placee undertakes to subscribe for a certain maximum number of Placing Shares at the Issue Price;
"Placing Manager Engagement Letter"	the engagement letter between the Company and the Placing Manager dated 10 June 2020;
"Placing Shares"	the New Ordinary Shares to be issued pursuant to Placing Commitment Letters;
"Prospectus Rules"	the Regulation 2017/1129 of the European Parliament and the Council;
"Qualifying CREST Shareholders"	Qualifying Shareholders holding Ordinary Shares in uncertificated form at the close of business on the Record Date;
"Qualifying Non-CREST Shareholders"	Qualifying Shareholders holding Ordinary Shares in certificated form at the close of business on the Record Date;
"Qualifying Shareholders"	Shareholders whose Ordinary Shares are on the register of members of the Company on the Record Date with the exclusion (subject to certain exemptions) of persons with a registered address or located or resident in the Restricted Jurisdictions;
"Receiving Agent"	Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH;
"Record Date"	14 July 2020;
"Registrars"	Computershare Investor Services (BVI) Limited, Woodbourne Hall, PO Box 3162, Road Town, Tortola British Virgin Islands;
"Regulatory Information Service" or "RIS"	a regulatory information service as defined by the AIM Rules;
"Relevant Jurisdiction"	the United Kingdom;
"Restricted Jurisdiction(s)"	each and any of Australia Canada, Japan, the Republic of Ireland, United States and the Republic of South Africa and any other jurisdiction where the extension or availability of the Open Offer would breach any applicable law or regulations;
"Shareholders"	holders of Ordinary Shares;
"stock account"	an account within a member account in CREST to which a holding of a particular share or other security in CREST is credited;
"subsidiary"	a subsidiary as defined in section 1159 of the Act and a subsidiary undertaking as defined in section 1162 of the Act;

“Uncertificated” or
“uncertificated form”

recorded on the relevant register or other record of the share or other security confirmed as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by way of CREST;

“United Kingdom” or **“UK”**

the United Kingdom of Great Britain and Northern Ireland;

“USE”

unmatched stock event;

“United States” or **“US”**

the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;

“USD” or **“US\$”** or **“US Dollar”**

the lawful currency of the US;

“US Securities Act”

the US Securities Act of 1933 (as amended); and

“£” or **“GBP”**

Pounds sterling, the lawful currency of the United Kingdom.

PART I

LETTER FROM THE EXECUTIVE CHAIRMAN OF ADAMAS FINANCE ASIA LIMITED

(Incorporated in the British Virgin Islands with registration number 1459602)

Directors:

John Croft (*Executive Chairman*)
Viscount Hugh Trenchard (*Non-Executive Director*)
Dr Lee George Lam (*Non-Executive Director*)
Stuart Croker (*Non-Executive Director*)

Registered Office

Commence House
Wickhams Cay 1
PO Box 3140
Road Town, Tortola
British Virgin Islands
VG1110

17 July 2020

Dear Shareholders,

Placing and Open Offer of up to 12,538,840 New Ordinary Shares

Proposal to change of name

Notice of General Meeting

1. INTRODUCTION

The Company announced that it is proposing to undertake a Placing and Open Offer to raise £3,134,710 (before expenses) through the issue of New Ordinary Shares at the Issue Price. WH Ireland is acting as placing manager in connection with the Placing and Open Offer. The Placing Manager's responsibilities are due only to the Company.

The Issue Price represents a discount of 13.8 per cent. to the Closing Price on the Latest Practicable Date. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will occur on or around 7 September 2020.

The Company is also seeking shareholder approval to change its name to Jade Road Investments Limited. A general meeting is required in order that Shareholders can vote on the required resolution to approve this change, notice of which is set out at the end of this document.

The purpose of this letter is to set out the background to, and the reasons for, the Placing and the Open Offer and proposal to change the name of the Company. It explains why the Directors consider the Placing and the Open Offer to be in the best interests of the Company and its Shareholders as a whole.

To the extent that the maximum number of New Ordinary Shares is not taken up by Shareholders under the Open Offer, such shares will be available for subscription by Placees under the Placing.

The Company has received £3,134,710 by way of binding commitments in relation to the Placing. The actual number of New Ordinary Shares to be issued under the Placing will only be known once the Open Offer applications have closed. The Directors and the Investment Manager have each entered into Placing Commitment Letters pursuant to which they have made commitments as to Mr John Croft, £20,000, Mr Stuart Croker, £20,000, Dr George Lam £25,000, Viscount Trenchard, £15,000 and the Investment Manager, £40,000. The actual number of New Ordinary Shares to be issued to the Directors and the Investment Manager pursuant to the Placing is dependent on the take up of the Open Offer by Shareholders.

Your attention is drawn to:

- (a) paragraph 4 of Part III of this document which sets out the actions to be taken by Qualifying Shareholders seeking to participate in the Open Offer;
 - (b) the section headed "Risk Factors" in Part II of this document;
 - (c) the section headed "Taxation" in Part IV of this document;
 - (d) the section headed "Questions and Answers about the Open Offer" in Part V of this document;
- and

- (e) the notice of general meeting in Part VI of this document.

2. CHANGE OF NAME

Reasons for the Change of Name

The Company's portfolio has undergone a transformation over the last few years and is seeking to establish an identity which more fully represents its pan-Asian small and medium-sized enterprise focus. Furthermore, the Board feels that this is an appropriate time for the Company's name to reflect its Asian heritage while also acknowledging the wider investment scope which was adopted for its portfolio construction since May 2017. The Company's new name reflects the spirit of connecting investors and capital from the West, across the Middle East and into the markets of the Far East.

In accordance with BVI Business Companies Act 2004 and the Articles, shareholder approval is required for a change of name and accordingly an ordinary resolution is proposed at the General Meeting, notice of which is set out at the end of this document.

Effects of the Change of Name

If the resolution set out in the notice of General Meeting is passed the appropriate filings will need to be made with the BVI Registrar of Corporate Affairs in order for the change of name to be effective, upon which a certificate of incorporation on change of name will be issued. The Directors intend to make these filings as soon as possible after the Open Offer has closed on 21 August 2020.

Once the change of name becomes effective:

- any issue of share certificates of the Company thereafter will be in the new name of the Company. The existing share certificates will remain valid after the change of name and it is not proposed that replacement share certificates will be issued in the new name of Jade Road Investments Limited;
- the Company's ticker will change to "JADE" but the Company's shares will remain admitted to trading on the AIM market of London Stock Exchange;
- the Company's website will change to www.jaderoadinvestments.com; and
- an application will be made to the Cayman Islands Stock Exchange for a new ISIN, which is required as result of the Company's change of name.

The change of name will not affect any rights of Shareholders.

3. BACKGROUND AND REASONS FOR THE PLACING AND OPEN OFFER

2019 and the first quarter of 2020 has been a period in which the Company has built considerable momentum in restructuring its assets and developing a country and sector agnostic diversified portfolio. This all has resulted in a Net Asset Value increase of 8 per cent. and a Net loss decrease of 21 per cent. year-on-year. In addition, portfolio income generated from investments increased by over 500 per cent. from 2018 and the Company has expanded its own investor pool with new investments in the Company from the Middle East in the second half of 2019 and the first half of 2020.

There are estimated to be over 250 million Asian small and medium enterprises with limited access to traditional bank financing (*source: Statista*) which equates to a US\$2.7 trillion funding gap (*source: SME Finance Forum (managed by the International Finance Corporation)*). The Company is now seeing an increasingly attractive and growing pipeline of investment opportunities in the region, a situation that is accelerating due to the impact of the global COVID-19 pandemic.

The Company is now pursuing the Open Offer fundraise to enhance further its balance sheet and to enable it to pursue a wide range of investment prospects across a number of sectors which are currently under review. Amongst the sectors that the Company has identified as a potential opportunity are: IT, fintech, healthcare and online commerce. The Company may also, where necessary, deploy the net proceeds of the Open Offer for general corporate purposes arising from the day-to-day running of the business.

4. PORTFOLIO UPDATE

The Company's portfolio comprises investments in China, Hong Kong, Singapore and Japan and span across mining, hospitality, healthcare, real estate and renewable energy sectors, amongst others. An overview of each investee company is below:

FMHL

The Company's largest asset by value is the dolomite quarry project in China, FMHL, which was previously known as Hong Kong Mining Holdings. The Company has an 85 per cent. shareholding in FMHL. FMHL was brought back into trial production towards the end of 2019 following a period of investment in staff, site infrastructure and the securing of the requisite operating licenses. This was a key milestone. The Company is expecting the quarry to build up to full production levels in 2020, generating free cash flows from the business. The business' current Mining License was to be renewed in the 1st quarter of 2020. However, due to the COVID-19 pandemic the local Ministry of Natural Resources granted a 3-month extension for the renewal of the license, which is now expected to be granted in Q3 of 2020.

In June 2019, an independent market research firm and a leading research agency in China, the China Market Research Centre, was engaged by the Company to conduct a detailed study on the dolomite and wall rock markets in China.

The study concluded that the products have a readily accessible market for a number of reasons including a shortage of supply, the quarry's proximity to smelters and an early mover advantage in terms of compliance with strict environmental regulations. The market prices estimated in the China Market Research Centre study indicated that sales prices for qualified dolomite, unqualified dolomite and wall rock were RMB50-65 (US\$7.0-9.1), RMB 30-40 (US\$4.2-5.6) and RMB55-60 (US\$7.7-8.4) per ton respectively. Compared to the assumptions of sales prices used in a competent persons report commissioned by the Company in 2018, the study indicated higher prices for unqualified dolomite and wall rock.

Including loans provided by the Company to FMHL and its subsidiaries and accrued PIK interest, the estimated fair value of the Company's investment is US\$44.7 million as of 31 December 2019.

As a result of the restrictions imposed by the local Government in order to contain COVID-19 in February and early March 2020, the operations of the quarry were temporarily halted. While this was a legal requirement, local management originally planned for limited production in this period due to traditionally adverse winter weather conditions at the beginning of the year. In line with wide-ranging industrial activity in China, the quarry resumed operations in mid-March 2020. The local management team is actively pursuing sales orders from domestic construction companies who have all commenced operations.

FLMH

The Company's second largest investment by value is in the Hong Kong restaurant group FLMH. This business was impacted first by the political protests in Hong Kong in 2019 and more recently by the COVID-19 pandemic, both of which severely impacted inward tourism to Hong Kong, particularly from mainland China. However, FLMH is a 70-year old business that has weathered many past storms such as SARS and the Company is confident that the business is continuing to take appropriate steps to ensure its long-term future is sustained. The main restaurant business of the FLMH group operates from a building which it owns, further providing it with flexibility in managing its fixed overheads. As the impact of COVID-19 on Hong Kong's hospitality sector has receded through quarter two of 2020, FLMH's business has begun to return to more normalised levels.

The Company is the holder of a convertible bond of US\$26.5 million in FLMH (the "**FLMH Convertible Bond**"). The FLMH Convertible Bond has a maturity of 5 years and pays a coupon of 5.0 per cent. per annum (3.0 per cent. paid in cash with the remainder rolled up with the principal amount outstanding).

As of 31 December 2019, the carrying value of the FLMH Convertible Bond was US\$27.5 million taking into account Payment-In-Kind interest accrued and cash interest receivable, less an expected credit loss provision against aged cash interest receivables.

Infinity TNP

In November 2019, the Company acquired 40 per cent. of ICG's wholly owned subsidiary Infinity TNP, which holds units in a luxury hotel condominium called Tellus Niseko. The consideration for the acquisition was US\$7.2 million, settled by issuing Ordinary Shares in the Company to ICG at a price of £0.348 per share, representing a premium of 20 per cent. to the 30-day weighted average price per share in the Company immediately prior to the execution of the sale and purchase agreement.

Tellus Niseko is a unique development in Hirafu Village, with its high-end concierge service, a Michelin star chef-managed restaurant, in-room onsen (hot spring) baths and prime location just minutes away from the Grand Hirafu ski lifts.

As at 31 December 2019, the residential area of Tellus Niseko was fully completed with the apartments were leased to guests for the 2019/20 winter season.

An independent 3rd party valuation of Infinity TNP's assets was utilised to derive the value of the Company's stake. As of 31 December 2019, the carrying value of its investment was US\$7.3 million.

The occupancy at Tellus Niseko in 2020 has been negatively impacted by the spread of COVID-19 in Japan, as tourism from Greater China was sharply reduced. Local management has monitored the COVID-19 situation in Japan closely and implemented a series of measures at the property to ensure guests' safety and hygiene. It is their expectation that the recovery in tourism will be felt in the summer period as Japan likely re-opens its borders.

ICG

In December 2018, Ultimate Prosperity Limited, a 100 per cent. owned subsidiary of the Company incorporated in the BVI, issued a secured loan to ICG in the principal sum of US\$4.0 million. The facility included two equal tranche drawdowns, carrying a coupon of 17.5 per cent. per annum in cash. The first tranche was drawn on 31 January 2019. The land of Tellus Niseko, ICG's luxury hotel condominium located on the island of Hokkaido, Japan, was pledged to the Company as security for the first tranche. The second tranche was drawn on 30 August 2019, the security for which was a pledge in favour of the Company over two apartments in Tellus Niseko. The Company was also issued detachable warrants, which gives it the right to purchase shares in ICG or its parent company should either undertake a liquidity event, such as an initial public offering.

ICG develops premium residential projects in Hirafu Village, a world-class ski village in Niseko, Japan - one of the most popular winter travel destinations in the world.

In July 2019, a Hong Kong based family office agreed to participate alongside the Company to fund 50 per cent. of this loan facility and in turn share in the economic benefit and obligations of the investment.

As of 31 December 2019 the carrying value of the aforementioned secured loan was US\$2.1 million taking into account cash interest receivable.

The Government of Hokkaido, the province in which ICG's residential projects are located, declared a state of emergency in late February 2020 due to the outbreak of COVID-19. Winter tourism was severely affected as a result. While the restrictions have caused ICG to re-assess its construction plans for residential projects in 2020, it did not impact the security package pledged to the Company for the secured loan which consisted of land and already completed apartments.

Meize

Swift Wealth Investments Limited, a 100 per cent. owned subsidiary of the Company incorporated in the BVI, holds a 7.2 per cent. stake in Meize through a redeemable preference share structure.

Meize is a privately-owned company that designs and manufactures blades for wind turbines. In 2019, the organisation experienced an issue with its sole client, a Chinese state-owned enterprise which effectively underwent a restructuring and repudiated a number of its commercial contracts. In response, Meize, continued to pursue outstanding amounts owing from its contracts and also completed its own internal restructuring, which lead to a recommencement of operations in late 2019.

As of 31 December 2019, the Company's interest in Meize had a fair value of US\$8.2 million which was derived from a discounted cash flow analysis originally conducted by an external valuer in 2018, but which also represents a discount of over 50 per cent. to the full redemption value of the Company's investment.

In early 2020, the operations of Meize were halted as a result of the restrictions imposed by the local government authorities in order to contain the COVID-19 pandemic. In the early days of the pandemic, Meize experienced a shortage of labour due to the travel restrictions imposed across the country. From March 2020 onwards, conditions have been improving in China and the company has recommenced operations experiencing gradual increase in levels of production. The local

management team has also re-engaged with its target market as it continues to increase its order book given the renewed focus on clean energy initiatives by the Chinese government.

DocDoc

Eastern Champion Limited, a 100 per cent. owned subsidiary of the Company incorporated in the BVI, holds a convertible bond in DocDoc (the “**DocDoc Convertible Bond**”).

DocDoc is a privately-owned company operating in the healthtech space across Asia and it is headquartered in Singapore. It is Asia’s leading patient empowerment company with a presence in over eight countries and more than 23,000 doctors listed on their doctor discovery platform. DocDoc uses artificial intelligence to find the right medical professional for patients as well as to provide access to qualified professionals who initially assess the patients’ needs.

In June 2019, the business had closed its “Pre-Series B” convertible bond round at US\$13 million. The round was led by the Company and included co-investors such as Hong Kong’s Cyberport Marco Fund, family offices and a fund managed by a global investment firm specialising in financial services. During the COVID-19 pandemic, DocDoc has experienced an increased amount of inquiries from a range of global insurance companies and multi-national corporates seeking to understand how its platform can assist in the reduction of costs and enhance their core offerings to policyholders and employees.

As of 31 December 2019, the carrying value of the DocDoc Convertible Bond was US\$2.2 million taking into PIK interest accrued and cash interest receivable.

5. DETAILS OF THE PLACING AND OPEN OFFER

The Directors have given careful consideration as to the structure of the proposed fundraising and have concluded that the Placing and the Open Offer is the most suitable option available to the Company and its Shareholders at this time.

Principal terms of the Open Offer

The Directors consider it important that Qualifying Shareholders have the opportunity to participate in the fundraising, and the Directors have concluded that the Open Offer is the most suitable option available to the Company and its Shareholders. The Open Offer provides an opportunity for all Qualifying Shareholders to participate in the fundraising by subscribing for their Open Offer Entitlement.

Pursuant to the Open Offer, Qualifying Shareholders will be given the opportunity to subscribe for 1 Open Offer Share for every 8.216 Existing Ordinary Shares held on the Record Date.

For each Open Offer Share subscribed, a Qualifying Shareholder shall also be entitled to an Open Offer Warrant.

If fully taken up, the Open Offer will raise gross proceeds of up to approximately £3,134,710. The Issue Price represents a discount of approximately 13.8 per cent. to the Closing Price on the Latest Practicable Date. The Placing and the Open Offer are separate and distinct transactions involving the issue of New Ordinary Shares. Following the close of the subscription period under the Open Offer, any Open Offer Shares not subscribed for by Qualifying Shareholders may be placed by the Company with Placees pursuant to the Placing Commitment Letters.

Open Offer Entitlement

Qualifying Shareholders are invited, on and subject to the terms and conditions of the Open Offer, to apply for the number of Open Offer Shares equal to their Open Offer Entitlement at the Issue Price.

Qualifying Shareholders have an Open Offer Entitlement of:

1 Open Offer Share for every 8.216 Existing Ordinary Shares

registered in the name of the relevant Qualifying Shareholder on the Record Date.

Qualifying Shareholders are not entitled to make applications in excess of their Open Offer Entitlement. Any such application shall be automatically reduced to the relevant Qualifying Shareholder’s Open Offer Entitlement.

Open Offer Entitlements under the Open Offer will be rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be disregarded in calculating Open Offer

Entitlements and will be aggregated and made available to Placees pursuant to the Placing. The aggregate number of Open Offer Shares available for subscription pursuant to the Open Offer will not exceed 12,538,840 New Ordinary Shares. In the event that valid acceptances are not received in respect of all of the Open Offer Shares (and accompanying Open Offer Warrants) under the Open Offer, unallocated Open Offer Shares (and accompanying Open Offer Warrants) will be allotted to Placees pursuant to the terms of the Placing.

Application Procedure under the Open Offer

The Open Offer Entitlement, in the case of Qualifying Non-CREST Shareholders, is equal to the number of Open Offer Entitlements as shown in Box B on their Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Open Offer Entitlements standing to the credit of their stock account in CREST. Qualifying Shareholders with holdings of Existing Ordinary Shares in both certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating their Open Offer Entitlements.

Qualifying CREST Shareholders will receive a credit to their appropriate stock accounts in CREST in respect of their Open Offer Entitlement on 20 July 2020. Application will be made for the Open Offer Entitlements to be admitted to CREST. The Open Offer Entitlements will also be enabled for settlement in CREST as soon as practicable after 8.00 a.m. on 20 July 2020. Applications through the CREST system may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim.

Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Qualifying Non-CREST Shareholders should note that their Application Form is not a negotiable document and cannot be traded.

Further information on the Open Offer and the terms and conditions on which it is made, including the procedure for application and payment, are set out in Part III of this document and, where relevant, on the Application Form.

Principal terms of the Placing

The Placing Manager has agreed to advise the Company in respect of the Placing pursuant to the terms of the Placing Manager Engagement Letter.

The Company has entered into Placing Commitment Letters with Placees pursuant to which those Placees have committed to subscribe for up to a maximum of 12,538,840 New Ordinary Shares at the Issue Price (each such commitment being a "**Placing Commitment**") for aggregate maximum gross proceeds (assuming such commitments were fully utilised) of £3,134,710, subject to the terms and conditions of the Placing Commitment Letters. To the extent any Placee holds 5 per cent. or more of the issued share capital of the Company upon completion of the Placing, such Placee will enter into an orderly marketing agreement with the Company and the Broker for a period of 6 months from such date.

The Company has agreed to pay commission to each Placee equal to 5 per cent. of its Placing Commitment, which will be satisfied by the Company through the issue to each Placee of such number of Placing Commission Shares as is equal to such Placee's Placing Commitment divided by the Issue Price.

The maximum number of Placing Shares available for allotment to Placees is limited to those Open Offer Shares (together with the attached Open Offer Warrants) which have not been applied for by Qualifying Shareholders pursuant to the terms of the Open Offer ("**Remaining Securities**").

To the extent that the number of New Ordinary Shares committed to be subscribed pursuant to the Placing Commitment Letters is greater than the Remaining Securities and such commitments cannot therefore be satisfied in full, the Company has the ability to reduce the allotment of Placing Shares to each Placee on a pro-rata basis.

Conditionality

The Placing and the Open Offer are conditional upon, among other things, the following:

- (a) the London Stock Exchange agreeing to admit (subject only to allotment where relevant) the Placing Shares, the Placing Commission Shares and the Open Offer Shares to trading on AIM; and
- (b) Admission taking place by not later than 8.00 a.m. on 7 September 2020 (or such later date as the Placing Agent may agree as the date for Admission, but in any event not later than 8.00 a.m. on 11 September 2020).

If the conditions set out above are not satisfied or waived (where capable of waiver):

- (a) the Placing and the Open Offer will lapse;
- (b) the New Ordinary Shares will not be issued and, to the extent any monies have been received by the Company from the Placees in respect of the Placing Shares, these will be returned to the Placees (at the Placees' risk and without interest) as soon as possible thereafter; and
- (c) any Open Offer Entitlements admitted to CREST will, after that time and date, be disabled and application monies under the Open Offer will be refunded to the applicants, by cheque (at the applicant's risk) in the case of Qualifying Non-CREST Shareholders and by way of a CREST payment in the case of Qualifying CREST Shareholders, without interest, as soon as practicable thereafter.

No temporary document of title will be issued. The New Ordinary Shares will be issued free of all liens, charges and encumbrances and will, following Admission, rank *pari passu* in all respects with the Existing Ordinary Shares in issue at the date of this document and will carry the right to receive all dividends and distributions declared, made or paid on or in respect of the Ordinary Shares after Admission.

Important notice

Qualifying Shareholders should note that the Open Offer is not a rights issue. Qualifying Shareholders should be aware that in the Open Offer, unlike with a rights issue, any Open Offer Shares not applied for by Qualifying Shareholders under their Open Offer Entitlements will not be sold in the market on behalf of, or placed for the benefit of, Qualifying Shareholders who do not apply under the Open Offer but may be allotted to Placees to meet any commitments by Placees under the terms of the Placing.

In issuing this document and structuring the Placing and the Open Offer in this manner, the Company is relying on the exemption from issuing a prospectus in section 85(5) and paragraph 9 of Schedule 11A of FSMA and on paragraphs 43 and 60 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended).

Any Qualifying Shareholder who has sold or transferred all or part of his registered holding(s) of Existing Ordinary Shares prior to the date on which the shares are marked 'ex-entitlement' is advised to consult his stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him by the purchasers under the rules of the London Stock Exchange.

6. EFFECT OF THE OPEN OFFER

Upon completion of the Open Offer, the New Ordinary Shares will represent approximately 11.3 per cent. of the Enlarged Share Capital (assuming the Open Offer is subscribed in full).

7. PLACING MANAGER

The Company has engaged the Placing Manager to advise the Company in respect of the Placing and Open Offer pursuant to the terms of the Placing Manager Engagement Letter.

8. USE OF PROCEEDS

As stated above, the Directors intend to use the net proceeds of the Open Offer (i) to further strengthen the Company's balance sheet and provide the Company with additional funding for pursuing strategic investment opportunities, which are currently under review; and (ii) to contribute to covering expenses for the continuous day-to-day running of the business, where necessary.

9. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Parts II to V (inclusive) of this document. This document will be available for a period of at least twelve months from the date on which it is issued on the Company's website www.adamasfinance.com free of charge in accordance with the requirements of Rule 26 of the AIM Rules.

10. RESPONSIBILITY

The Company and the Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (which has and who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

11. RECOMMENDATION

The Directors recommend Shareholders vote in favour of the resolution to change the Company's name proposed at the General Meeting, as they intend to do in respect of the 4,117 Ordinary Shares in aggregate held by them at the Record Date.

Yours faithfully

John Croft

Executive Chairman

PART II

RISK FACTORS

Shareholders should be aware that an investment in the Company is highly speculative and involves a high degree of risk. Before making any investment decision, prospective investors should carefully consider all the information contained in this document including, in particular, the risk factors described below, which are not presented in any order of priority and may not be exhaustive.

The following risk factors are all those known by the Directors which are considered to be material in their opinion. Additional risks and uncertainties not currently known to the Directors, or that the Directors currently deem immaterial, may also have an adverse effect on the Group's business, financial condition and results of operations.

An investment in the Company may not be suitable for all recipients of this document. Qualifying Shareholders are advised to consult an independent financial adviser duly authorised under the FSMA who specialises in advising on the acquisition of shares and other securities before making a decision to invest.

1. GENERAL RISKS

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss that may result from the investment. A prospective investor should consider with care whether an investment in the Company is suitable for him or her in the light of his or her personal circumstances and the financial resources available to him or her. Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Ordinary Shares will occur or that the commercial objectives of the Company will be achieved. Investors may not get back the full amount initially invested. The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to future performance.

2. RISKS RELATING TO THE COMPANY AND ITS BUSINESS

Coronavirus (COVID-19)

At this time, a widespread global pandemic of severe acute respiratory syndrome coronavirus 2 (commonly known as SARS-CoV- 2) and the infectious disease COVID-19 caused by the virus is taking place. As the virus and the disease it causes are relatively new, effective cure and vaccines are yet to be developed. While COVID-19 is still spreading and the final implications of the pandemic are difficult to estimate at this stage, it is clear that it will affect the lives of a large portion of the global population and cause significant effects. At this time, the pandemic has caused a state of emergency to be declared in various countries, travel restrictions to be imposed, quarantines to be established and various institutions and companies to be closed. The ongoing COVID-19 pandemic and any possible future outbreaks of viruses may have a significant adverse effect on the Company as it may be adversely affected by the wider macroeconomic effect of the ongoing COVID-19 pandemic and any possible future outbreaks. While the final effects of the COVID-19 pandemic are at this stage difficult to assess, it is possible that it will have substantial negative effect on the economies in which the Company and its portfolio companies operate. Lastly, in case of an economic downturn, the price of the Company's shares and the ability of the Company to obtain further financing may be adversely affected. Any of the factors above could have an adverse effect on the Company's profits and financial position.

The Company's investment portfolio is well diversified and accordingly investee companies have been affected in differing degrees by COVID-19 and the Board expects this to remain the case in 2020. For example, DocDoc, the digital healthcare company, has been largely unaffected and in fact has seen increased interest in its products and offering, whilst FLMH, the Hong Kong restaurant group, has unsurprisingly suffered from a reduction in revenues caused initially by the protests in Hong Kong earlier in 2019 and then by the COVID-19 pandemic.

Whilst the Company and Investment Manager are actively engaged with the management teams of the Company's portfolio companies, the COVID-19 situation is a rapidly evolving situation. There can therefore be no guarantee that contingency plans, budgeting, people and customer management

strategies will result in the overall financial stability of portfolio companies, which may continue to be significantly and adversely effected by the pandemic.

COMPANY'S INVESTMENTS

The success of the Company will be dependent upon, *inter alia*, the identification, making, management and realisation of suitable investments. There can be no guarantee that such investments can or will be made or that such investments will be successful. Poor performance by any investment could severely affect the value of the Ordinary Shares. In particular, investors should note that:

- as at the date of this document, the Company has not identified all of its potential targets. Shareholders will not have an opportunity to evaluate for themselves the relevant economic, financial and other information regarding the investments to be made by the Company and, accordingly, will be dependent upon the judgement and ability of the Directors in investing and managing the assets of the Company. No assurance can be given that the Company will be successful in obtaining suitable investments, or that if such investments are made, the investing policy of the Company will be achieved;
- the Company is likely in some cases to have minority interests in the companies in which it invests and may be unable to exercise control over the operations of such companies or the timing of an exit;
- the Company will be investing predominantly in small, unquoted companies which may be difficult to value and/or realise. Investments in smaller companies typically involve more risk than larger, more established companies as they may have limited product offerings, markets or financial resources and may be dependent on a small number of key individuals; the Company may be unable to effect an investment in an identified opportunity and the resources of the Company may be expended investigating potential projects which are subsequently rejected as being unsuitable;
- the Company may dispose of investments in certain circumstances and may be required to give representations and warranties about those investments and to pay damages to the extent that such representations or warranties turn out to be inaccurate; and
- an investee company's competitors may develop or market technologies that are more effective or less expensive than those developed or marketed by the investee company, or that would render the investee company's technology or business model obsolete or uncompetitive.

Prior operating results not an indication of future results

The Company's operating results may fluctuate significantly in the future due to a variety of factors, many of which are outside of its control. Accordingly, investors should not rely on comparisons with the Company's results prior to COVID-19 as an indication of future performance. It is possible that, in the future, the Company's operating results will fall below the expectations of securities analysts or investors. If this occurs, the price of the Company's shares may decline significantly.

Economic Decline

Any economic downturn either globally or locally in any market which the Company is operates in may have an adverse effect on demand for the Company. A more prolonged downturn may lead to an overall decline. Economic uncertainty might have an adverse impact on the Company's operations and business results.

Dependence on Key Individuals

The Company is dependent on the ability of its Investment Manager, Harmony Capital Investors Limited to source and invest in attractive opportunities. In so doing, the Company is reliant not only on the experience and ability of the Investment Manager, but also on relationships and business networks that certain key individuals have developed over a number of years. If such individuals were to leave Investment Manager, it could, in the short term, have a negative impact on the Company's ability to achieve its business objectives.

Concentration Risk

The Company has a relatively limited number of investee companies such that certain investments represent a significant proportion of the Company's total assets. As a result, the impact on the Company's performance and the potential returns to investors will be more adversely affected if any one of those investments were to perform badly than would be the case if the Company's portfolio of investments was more diversified.

BVI company law

As a Company incorporated under the BVIBCA, the rights of Shareholders are governed by BVI law and the Memorandum and Articles. The rights of Shareholders under BVI law differ from the rights of shareholders of companies incorporated in other jurisdictions. For example, there are very limited statutory protection rights for minority shareholders.

A final and conclusive judgment in the superior courts of England and Wales against the Company under which a sum of money is payable (not being in respect of multiple damages, or a fine, penalty, tax or other charge of similar nature) would, on registration in accordance with the provisions of The Reciprocal Enforcement of Judgments Act (or, where applicable, the Foreign Judgments (Reciprocal Enforcement) Act), be enforceable in the High Court of the British Virgin Islands against the Company without the necessity of any retrial of the issues which are the subject of such judgment or any re-examination of the underlying claims.

Alternatively, for jurisdictions not covered by The Reciprocal Enforcement of Judgments Act, the courts of the British Virgin Islands would recognise as a valid judgment, a final and conclusive judgment in personam obtained in the superior courts of such jurisdiction against the Company under which a sum of money is payable (other than a sum of money payable in respect of multiple damages, taxes or other charges of a like nature or in respect of a fine or other penalty) and would give a judgment based thereon provided that (a) such courts had proper jurisdiction over the parties subject to such judgment, (b) such courts did not contravene the rules of natural justice of the British Virgin Islands, (c) such judgment was not obtained by fraud, (d) the enforcement of the judgment would not be contrary to the public policy of the British Virgin Islands, (e) no new admissible evidence relevant to the action is submitted prior to the rendering of the judgment by the courts of the British Virgin Islands and (f) there is due compliance with the correct procedures under the laws of the British Virgin Islands.

Currency risk

The majority of revenues earned and expenses incurred will be denominated in Ren Min Bi, Hong Kong Dollars or Singapore Dollars. The amount of income available for distribution will therefore be affected by movements in those currencies against US Dollars and GBP which may result in the funds available for distribution to Shareholders as dividends being reduced. This may have an adverse effect of the Company's ability to pay dividends to Shareholders.

Competition

Certain private equity and direct investment funds have become active in seeking investment opportunities with a focus on China. The Company may face significant competition from both other foreign investment funds and strategic investors. Many competitors have greater financial resources than the Company and a greater ability to borrow funds to acquire assets. Competition for attractive investment opportunities may lead to higher asset prices which may affect the Company's ability to invest on attractive terms. Such conditions may have a material adverse impact on the Company's ability to secure attractive investment opportunities and consequently may have an adverse effect on the returns generated for Shareholders.

Tax legislation

Any change in the Company's tax status, or in taxation legislation in the BVI, the United Kingdom or elsewhere, could affect the value of its investments and the Company's ability to achieve its investment objective, or alter the post-tax returns to Shareholders.

Borrowings

Whilst the use of borrowings can enhance the value of the Company while the value of investments is rising, it can also reduce the Company's value where they are falling. This could adversely affect returns to Shareholders. The use of external borrowings magnifies both the favourable and

unfavourable effects of price movements in the Company's investments. Furthermore, should any fall in the asset value of the investments result in the Company breaching any financial covenants contained in any borrowing agreements, the Company may be required to repay such borrowings in whole or in part together with any associated costs. This could further adversely affect the Net Asset Value per Ordinary Share and returns to Shareholders.

City Code on Takeovers and Mergers

The City Code on Takeovers and Mergers does not apply to the Company and therefore any takeover of the Company will be unregulated by UK takeover authorities and Shareholders will not be provided with the full protections afforded by the City Code on Takeovers and Mergers.

3. RISKS RELATING TO THE ORDINARY SHARES AND AIM

Investment in AIM securities

It may be more difficult for an investor to realise his or her investment on AIM than it is to realise an investment in a company whose shares or other securities are quoted on the Official List. The AIM Rules for Companies are less demanding than those of the Official List. Therefore, an investment in a share which is traded on AIM is likely to carry a higher risk than an investment in a share which is quoted on the Official List. The market for the Ordinary Shares may be highly volatile and subject to wide fluctuations in response to a variety of factors, which could lead to losses for Shareholders. These factors include, amongst others, the following: additions or departures of key personnel within the Company or Investment Manager and adverse press, newspaper and other media reports.

Market Value of Ordinary Shares

Shareholders should be aware that the value of the Ordinary Shares may be volatile and may go down as well as up and Shareholders may therefore not recover all, or any, of their original investment, especially as the market in Ordinary Shares on AIM may have limited liquidity. Stock markets have from time to time experienced extreme price and volume volatility which, in addition to general economic and political conditions, could adversely affect the market price of Ordinary Shares.

The Group's operating results and prospects from time to time may be below the expectations of market analysts and investors. At the same time, share market conditions may affect the Ordinary Shares regardless of the performance of the Group. Share market conditions are affected by many factors, such as general economic outlook, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the demand for and supply of capital. Accordingly, the market price of Ordinary Shares may not reflect the underlying value of the Company's investments, and the price at which investors may dispose of their Ordinary Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Group while others may be outside the Company's control.

Future issues of Ordinary Shares could be dilutive

The Group may require additional capital in the future which may not be available to it. If available, future financings to provide this capital may dilute Shareholders' proportionate ownership in the Company. The Company may raise capital in the future through public or private equity financings or by raising debt securities convertible into Ordinary Shares, or rights to acquire these securities. Any such issues may exclude the pre-emption rights pertaining to the then outstanding shares. If the Company raises significant amounts of capital by these or other means, it could cause dilution for the Company's existing Shareholders. Moreover, the further issue of Ordinary Shares could have a negative impact on and/or increase the volatility of the market price of the Ordinary Shares.

In addition, the issue of additional Ordinary Shares by the Company, or the possibility of such issue or exercise, may cause the market price of the Ordinary Shares to decline and may make it more difficult for Shareholders to sell Ordinary Shares at a desirable time or price.

Future Sale of Ordinary Shares

The Company is unable to predict when and if substantial numbers of Ordinary Shares will be sold in the open market. Any such sales, or the perception that such sales might occur, could result in a material fall in the market price of the Ordinary Shares. The ability of an investor to sell Ordinary Shares will also depend on there being a willing buyer for them at an acceptable price. Consequently,

it might be difficult for an investor to realise his/her investment in the Group and he/ she may lose all of his/her investment.

Dividends

There can be no assurance as to whether the Company will grant any dividends or to the level of future dividends, if any. The declaration, payment and amount of any future dividends of the Group is subject to the discretion of the Shareholders or, in the case of interim dividends, to the discretion of the Directors and will depend upon, among other things, the Group's earnings, financial position, cash requirements and availability of profits, as well as the provisions of relevant laws and generally accepted accounting principles and practice from time to time.

No guarantee that the Ordinary Shares will continue to be traded on AIM

The Company cannot assure investors that the Ordinary Shares will always continue to be traded on AIM or on any other exchange. If such trading were to cease, certain investors may decide to sell their shares, which could have an adverse impact on the price of the Ordinary Shares. Additionally, if in the future the Company decides to obtain a listing on another exchange in addition or as an alternative to AIM, the level of liquidity of the Ordinary Shares traded could decline.

4. RISKS RELATING TO INVESTMENTS IN ASIA

Economic Conditions in Asia

Changes in economic conditions in Asia (for example, interest rates, inflation, rates of tax, industry conditions, regulatory protection, competition, political and diplomatic events and other factors) or adverse economic conditions in the region could substantially and adversely affect the Company's prospects and returns.

Applicability of Foreign Law

The Company's investments in Asia may be governed by Asian country-specific law and the Company may need to resort to the respective country's legal system for settlement of disputes. Laws and regulations, in particular those concerning foreign investment and taxation, can change quickly and unpredictably. The judicial and civil procedures in some of the countries in which the Company invests, such as China, are complex and may be unwieldy. Local courts may lack experience in commercial dispute resolution, may be subject to political or other influence, and many of the procedural remedies for enforcement and protection of legal rights found in more developed jurisdictions may not be available. The extent to which local parties and entities, including local governmental agencies, will recognise the contractual and other rights of the parties with which they deal is uncertain. The Company may therefore be unable to protect and enforce its rights (including with respect to legal and management control) against the respective local governmental and private entities to the extent it would in jurisdictions with more developed legal systems. In addition, it may be more difficult, time consuming and expensive to obtain and/or enforce a judgment in a regional court, compared to the United Kingdom.

Business Licenses

Certain investee companies of the Company may be required to maintain business licenses which tend to be of limited duration and subject to annual inspections by the appropriate local authorities. There can be no guarantee that such investee companies will pass such inspections or be able to renew their business licenses at the appropriate times. If an investee company loses its business license or fails to renew it upon expiry the operations and results of the Company could be materially adversely affected.

Inflation

In the past some regional economies have experienced higher rates of inflation. Inflation and rapid fluctuations in inflation rates have had, and may continue to have, negative effects on the economies and imposed price controls. Past governmental efforts to curb inflation have also involved more drastic economic measures which had a materially adverse effect on the level of economic activity. There can be no assurance that a potential high rate of inflation in the future will not have a materially adverse effect on the Company's investments.

The risks above do not necessarily comprise all those faced by the Company and are not intended to be presented in any assumed order of priority.

The investment offered in this document may not be suitable for all of its recipients. Investors are accordingly advised to consult an investment adviser, who is duly authorised under the FSMA and who or which specialises in investments of this kind before making a decision to apply for Open Offer Shares.

PART III

TERMS AND CONDITIONS OF THE OPEN OFFER

1. INTRODUCTION

As explained in the letter set out in Part I: "Letter from the Executive Chairman" of this document, the Company is proposing to issue up to 12,538,840 Open Offer Shares, at the Issue Price, to raise, assuming that it is fully subscribed, approximately £3,134,710 (before expenses incurred in relation to the Open Offer).

The Record Date for entitlements under the Open Offer for Qualifying Shareholders is 5.00 p.m. on 14 July 2020. An Application Form for each Qualifying Non-CREST Shareholder is enclosed with this document and Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST by 20 July 2020.

The Open Offer is an opportunity for Qualifying Shareholders to apply for Open Offer Shares at the Issue Price on the basis of:

1 Open Offer Share for every 8.216 Ordinary Shares held on the Record Date, in accordance with the terms of the Open Offer.

The latest time and date for receipt of completed Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is 11.00 a.m. on 21 August 2020. Applications will be made for the Open Offer Shares to be admitted to trading on AIM and Admission and commencement of dealings in Open Offer Shares is expected to take place at 8.00 a.m. on 7 September 2020.

This document and, for Qualifying Non-CREST Shareholders only, the Application Form, contains the formal terms and conditions of the Open Offer. The attention of Qualifying Non-CREST Shareholders is drawn to paragraph 4.1 of this Part III, and the attention of Qualifying CREST Shareholders is drawn to paragraph 4.2, of this Part III, which give details of the procedure for application and payment for the Open Offer Shares.

The Open Offer Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

Subject to Admission and assuming that the Open Offer is fully subscribed, the Open Offer Shares will represent approximately 11.3 per cent. of the Enlarged Share Capital and the Existing Ordinary Shares will represent approximately 88.7 per cent. of the Enlarged Share Capital.

The total consideration under the Open Offer shall be less than Euros 8,000,000 (or an equivalent amount) in aggregate (so that the Company is not required to prepare a prospectus in connection with the Open Offer for the purposes of the Prospectus Rules published by the FCA).

Any Qualifying Shareholder who has sold or transferred all or part of his/her registered holding(s) of Ordinary Shares prior to the Record Date is advised to consult his or her stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him/her by the buyer(s).

The attention of Overseas Shareholders is drawn to paragraph 6 of this Part III.

2. THE OPEN OFFER

Subject to fulfilment of the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity under the Open Offer to apply for any number of Open Offer Shares pro rata to their holdings on the Record Date at the Issue Price of £0.25 per Open Offer Share on the basis of:

1 Open Offer Share for every 8.216 Ordinary Shares held

For each Open Offer Share subscribed, a Qualifying Shareholder shall also be entitled to an Open Offer Warrant.

The Issue Price is at a discount of 13.8 per cent. to the closing middle market price of £0.29 per Ordinary Share on 16 July 2020 (being the last practicable date prior to the posting of this document).

Fractions of Open Offer Shares will not be allotted; instead, each Qualifying Shareholder's entitlement under the Open Offer will be rounded down to the nearest whole number.

Holdings of Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

The Open Offer Warrants will be constituted by the Open Offer Warrant Instrument. Each Open Offer Warrant has a maturity date of three years from and including the date of issue. The strike price shall be £0.40. Qualifying Shareholders applying for Open Offer Shares will receive an equivalent number of Open Offer Warrants. The Open Offer Warrants will be in certificated form and will be automatically issued to each Qualifying Shareholder who successfully takes up his Open Offer Entitlement. For the avoidance of doubt, a Qualifying Shareholder is not able to subscribe to receive an Open Offer Warrant without successfully subscribing for the accompanying Open Offer Share.

If you are a Qualifying Non-CREST Shareholder, the Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box A). Qualifying Non-CREST Shareholders should refer to paragraph 4.1 of this Part III: "Terms and Conditions of the Open Offer" for information on the relevant application procedures as well as the Application Form.

Qualifying CREST Shareholders will have Open Offer Entitlements credited to their stock accounts in CREST and should refer to paragraph 4.2 of this Part III: "Terms and Conditions of the Open Offer" for information on the relevant CREST procedures. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures.

If a Qualifying Shareholder does not take up any of his entitlement under the Open Offer, his proportionate holding of Ordinary Shares will be diluted dependent on the number of Open Offer Shares taken up by Qualifying Shareholders under the Open Offer and the number of shares subscribed under the Placing.

To the extent that Shareholders decide to exercise their Open Offer Warrants, this will result in further dilution of Qualifying Shareholders' proportionate holding of Ordinary Shares, dependent on the number of Open Offer Shares (and therefore equivalent Open Offer Warrants) taken up (and subsequently exercised) by Qualifying Shareholders.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Application Form is not a negotiable document and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be credited to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear UK & Ireland's Claims Processing Unit.

Open Offer Shares (and the accompanying Open Offer Warrants) not applied for under the Open Offer will be used to fulfil commitments received by the Company under the terms of the Placing Commitment Letters.

Application will be made for the Open Offer Entitlements issued to Qualifying CREST Shareholders to be credited to Qualifying CREST Shareholders' CREST accounts. The Open Offer Entitlements are expected to be credited to CREST accounts as soon as possible after 8.00 a.m. on 20 July 2020.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the Open Offer Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

The Open Offer Shares will rank *pari passu* in all respects with the Existing Ordinary Shares. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

3. CONDITIONS AND FURTHER TERMS OF THE OPEN OFFER

The Open Offer is conditional upon, amongst other things, the Admission of the Open Offer Shares becoming effective by not later than 8.00 a.m. on 7 September 2020 (or such later time and/or date

as the Company and the Placing Manager may determine, not being later than 8.00 a.m. on 11 September 2020).

Accordingly, if such conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form; definitive certificates are expected to be posted by 11 September 2020. Open Offer Shares issued in uncertificated form are expected to be credited to stock accounts maintained in CREST by as soon as possible after 8.00 a.m. on 7 September 2020.

Applications will be made for the Open Offer Shares to be admitted to trading on AIM. Admission and dealings are expected to occur in the Open Offer Shares at 8.00 a.m. on 7 September 2020.

All monies received by the Receiving Agent in respect of Open Offer Shares will be credited to a non-interest bearing account by the Receiving Agent.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will make an appropriate announcement to a Regulatory Information Service giving details of the revised dates.

4. PROCEDURE FOR APPLICATION AND PAYMENT

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you have an Application Form in respect of your Open Offer Entitlement under the Open Offer (if you are a Qualifying Non-CREST Shareholder) or you have Open Offer Entitlements credited to your CREST stock account (if you are a Qualifying CREST Shareholder).

Qualifying Non-CREST Shareholders (who hold all their Existing Ordinary Shares in certificated form) will have received the Application Form enclosed with this document. The Application Form shows the number of Ordinary Shares held by them at the Record Date. It will also show Qualifying Non-CREST Shareholders the number of Open Offer Shares for which they are entitled to apply under the Open Offer.

Qualifying CREST Shareholders (who hold all their Ordinary Shares in CREST) will be issued Open Offer Shares in CREST. Qualifying CREST Shareholders who hold part of their Ordinary Shares in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Ordinary Shares in uncertificated form. However, it will be possible for Qualifying CREST Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 4.2 of this Part III: "Terms and Conditions of the Open Offer".

CREST sponsored members should refer to their CREST Sponsor, as only their CREST Sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form, or send a USE message through CREST.

4.1 If a Qualifying Non-CREST Shareholder has received an Application Form in respect of Open Offer Entitlements under the Open Offer

(a) **General**

Subject as provided in paragraph 6 of Part III: "Terms and Conditions of the Open Offer" in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will have received an Application Form. The Application Form shows the number of Ordinary Shares registered in their name on the Record Date in Box A. It also shows (in Box B) the Open Offer Entitlement allocated to them. Fractions of Open Offer Shares will not be allotted; instead, each Qualifying Shareholder's entitlement under the Open Offer will be rounded down to the nearest whole number. Box C shows how much they would need to pay if they wish to take up their Open Offer Entitlements in full. Qualifying Non-CREST

Shareholders may apply for less than their Open Offer Entitlement should they wish to do so. Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

The instructions and other terms set out in the Application Form forms part of the terms of the Open Offer in relation to Qualifying Non-CREST Shareholders.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 7 September 2020 or such later time and date as the Company and the Placing Manager may agree (being no later than 5.00 pm on 11 September 2020), the Open Offer will lapse, any Application Forms submitted to the Receiving Agent or the Company (as applicable) will be deemed invalid and the Receiving Agent or the Company (as applicable) will refund the amount paid by a Qualifying Non-CREST Shareholder by way of cheque, without interest, at the risk of the Shareholder concerned, as soon as practicable thereafter.

(b) ***Bona fide market claims***

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer (the “**Ex-Entitlement Date**”). Application Forms may not be assigned, transferred or split, except to satisfy *bona fide* market claims up to 11.00 a.m. on 19 August 2020. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the Ex-Entitlement Date, should consult his broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the transferee. Qualifying Non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box H on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however be forwarded to or transmitted in or into any Restricted Jurisdiction. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 4.2(b) below.

(c) ***Application procedures***

Qualifying Non-CREST Shareholders wishing to apply to acquire Open Offer Shares should complete the Application Form in accordance with the instructions printed on it.

Completed Application Forms should be posted in the accompanying pre-paid envelope to:

The Receiving Agent: Computershare Investor Services plc, Corporate Actions Projects, Bristol, BS99 6AH, United Kingdom so as to be received by the Receiving Agent by no later than 11.00 a.m. on 21 August 2020, after which time Application Forms will not be valid (save as otherwise permitted by the Company under the terms of the Open Offer).

Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. If an Application Form is being sent by first-class post in the UK, Qualifying Non-CREST Shareholders are recommended to allow at least four working days for delivery.

Payment by UK and International Shareholders to the Receiving Agent

For Shareholders all payments must be made by cheque in pounds sterling and **made payable to CIS PLC re Adamas Open Offer and crossed “A/C Payee Only”**.

Cheques must be drawn on a bank in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the

CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. The account name should be the same as that shown on the Application Form. Third party cheques, building society cheques and banker's drafts will not be accepted. Post-dated cheques will not be accepted. Payments via CHAPS, BACS or electronic transfer will not be accepted.

Cheques will be presented for payment upon receipt by the Receiving Agent and the Company. The Company reserves the right to (including instructing the Receiving Agent to) seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity (and withhold definitive share certificates (or crediting to the relevant member account, as applicable) pending clearance thereof). No interest will be paid on payments made before they are due. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques and banker's drafts sent through the post will be sent at the risk of the sender.

If cheques are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be credited to a non-interest bearing account by the Receiving Agent or the Company (as applicable). If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer.

The Company may in its sole discretion, but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- (i) Application Forms received after 11.00 a.m. on 21 August 2020; or
- (ii) applications in respect of which remittances are received before 21 August from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

Multiple applications will not be accepted. All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's sole risk.

If Open Offer Shares have already been allotted to a Qualifying Non-CREST Shareholder and such Qualifying Non-CREST Shareholder's cheque or banker's draft is not honoured upon first presentation or such Qualifying Non-CREST Shareholder's application is subsequently otherwise deemed to be invalid, the Company and the Receiving Agent (on the Company's behalf) shall be authorised (in their absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-CREST Shareholder's Open Offer Shares and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. None of the Receiving Agent, the Placing Manager, or the Company nor any other person shall be responsible for, or have any liability for, any loss, expense or damage suffered by such Qualifying Non-CREST Shareholders.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to:

Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH United Kingdom or you can contact the Receiving Agent via phone on +44 (0)370 707 4040 between 8.30 a.m. and 5.30 p.m. Monday to Friday.

Please note that advice will not be provided by either the Company or the Receiving Agent on the merits of the Open Offer or as to whether applicants should take up their Open Offer Entitlements or give any financial, legal or tax advice.

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form. A Qualifying Non-CREST Shareholder who is also a CREST member may elect to receive the Open Offer Shares to which he is entitled in uncertificated form in CREST.

(d) ***Effect of application***

By completing and delivering an Application Form the applicant:

- (i) represents and warrants to the Company and the Placing Manager that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees with the Company and the Placing Manager that all applications under the Open Offer and contracts resulting therefrom shall be governed by and construed in accordance with the laws of England;
- (iii) confirms to the Company and the Placing Manager that in making the application he is not relying on any information or representation in relation to Adamas other than that contained in this document and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all information in relation to Adamas contained in this document;
- (iv) represents and warrants to the Company and the Placing Manager that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlements or that he received such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (v) represents and warrants to the Company and the Placing Manager that if he has received some or all of his Open Offer Entitlements from a person other than Adamas he is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (vi) requests that the Open Offer Shares, to which he will become entitled, be issued to him on the terms set out in this document and the Application Form, subject to the articles of association of the Company;
- (vii) represents and warrants to the Company and the Placing Manager that he is not, nor is he applying on behalf of any person who is in any Restricted Jurisdiction or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in any Restricted Jurisdiction or to, or for the benefit of, a person who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to apply for Open Offer Shares free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares;

- (viii) represents and warrants to the Company and the Placing Manager that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (ix) confirms to the Company and the Placing Manager that in making the application he is not relying and has not relied on the Placing Manager or any person affiliated with the Placing Manager in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

4.2 If a Qualifying CREST Shareholder has had Open Offer Entitlements credited to the Qualifying CREST Shareholder's stock account in CREST in respect of his entitlement under the Open Offer

(a) **General**

Subject as provided in paragraph 6 of Part III: "Terms and Conditions of the Open Offer" in relation to Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlement equal to the maximum number of Open Offer Shares for which he is entitled to apply under the Open Offer. Fractions of Open Offer Shares will not be allotted; instead, each Qualifying CREST Shareholder's entitlement under the Open Offer will be rounded down to the nearest whole number.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder.

If for any reason the Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 5.00 p.m. on 20 July 2020, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlement which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive such Application Forms.

CREST members who wish to apply to acquire some or all of their Open Offer Entitlement should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact, the **Receiving Agent, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH United Kingdom or you can contact the Receiving Agent via phone on +44 (0)370 707 4040** between 8.30 a.m. and 5.30 p.m. Monday to Friday.

Please note the Receiving Agent cannot provide advice on the merits of the Open Offer or as to whether applicants should take up their Open Offer Entitlements or give any financial, legal or tax advice. If you are a CREST sponsored member you should consult your CREST Sponsor if you wish to apply for Open Offer Shares as only your CREST Sponsor will be able to take the necessary action to make this application in CREST.

Qualifying CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not give, or procure that there is given, any USE instruction to Euroclear UK & Ireland.

(b) **Market claims**

Each of the Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona*

fide market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) will thereafter be transferred accordingly.

(c) ***Unmatched Stock Event (“USE”) instructions***

Qualifying CREST Shareholders who want to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST Sponsor sends) a USE instruction to Euroclear UK & Ireland which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of the Receiving Agent under the participant ID and member account ID specified below, with a number of Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements in favour of the payment bank of the Receiving Agent in respect of the amount specified in the USE Instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above.

(d) ***Content of USE instruction in respect of Open Offer Entitlements***

The USE instruction must be properly authenticated in accordance with Euroclear UK & Ireland’s specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlements being delivered to the Receiving Agent);
- (ii) the ISIN of the Open Offer Entitlement. This is VGG008271329;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 3RA33;
- (vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is ADAMAS01;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 21 August 2020; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 21 August 2020.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

In the event that the Open Offer does not become unconditional by 7 September 2020 or such later time and date as the Company and the Placing Manager determine (being no later than 11 September 2020), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid

by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(e) ***Deposit of Open Offer Entitlements into, and withdrawal from, CREST***

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in his Application Form may be deposited into CREST (either into the account of the Qualifying Non-CREST Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Open Offer Entitlements may be withdrawn from CREST so that the entitlement under the Open Offer is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 21 August 2020.

In particular, having regard to normal processing times in CREST and, on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold his Open Offer Entitlement set out in such Application Form as Open Offer Entitlements in CREST, is 10.00 a.m. on 18 August 2020 and the recommended latest time for receipt by Euroclear UK & Ireland of a dematerialised instruction requesting withdrawal of Open Offer Entitlements is 10.00 a.m. on 17 August 2020 so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements prior to 11.00 a.m. on 21 August 2020.

Delivery of an Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and the Receiving Agent by the relevant CREST member(s) that it is/they are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing entitlements under the Open Offer into CREST" on page 2 of the Application Form, and a declaration to the Company and the Receiving Agent from the relevant CREST member(s) that it is/they are not in a Restricted Jurisdiction or citizen(s) or resident(s) of any Restricted Jurisdiction or any jurisdiction in which an application for Open Offer Shares is prevented by law and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(f) ***Validity of application***

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 2.45 p.m. on 21 August 2020 will constitute a valid application under the Open Offer.

(g) ***CREST procedures and timings***

CREST members and (where applicable) their CREST Sponsors should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular corporate action.

Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST Sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by

11.00 a.m. on 21 August 2020. In this connection CREST members and (where applicable) their CREST Sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(h) ***Incorrect or incomplete applications***

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through the Receiving Agent, reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question (without interest);
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question (without interest); and
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction, refunding any unutilised sum to the CREST member in question (without interest).

(i) ***Effect of valid application***

A CREST member who makes or is treated as making a valid application in accordance with the above procedures thereby:

- (i) represents and warrants to the Company and the Placing Manager that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees with the Company and the Placing Manager to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (iii) agrees with the Company and the Placing Manager that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (iv) confirms to the Company and the Placing Manager that in making the application he is not relying on any information or representation in relation to Adamas other than that contained in this document and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all the information in relation to Adamas contained in this document;
- (v) represents and warrants to the Company and the Placing Manager that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlements or that he has received such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (vi) represents and warrants to the Company and the Placing Manager that if he has received some or all of his Open Offer Entitlements from a person other than Adamas, he is entitled to apply under the Open Offer in relation to such Open Offer Entitlement by virtue of a *bona fide* market claim;
- (vii) requests that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document, subject to the articles of association of the Company; represents and warrants to the Company and the Placing Manager

that he is not, nor is he applying on behalf of any Shareholder who is, in any Restricted Jurisdiction or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in any Restricted Jurisdiction or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to apply for Open Offer Shares free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares;

- (viii) represents and warrants to the Company and the Placing Manager that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (ix) confirms to the Company and the Placing Manager that in making the application he is not relying and has not relied on the Placing Manager or any person affiliated with the Placing Manager in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

(j) ***Company's discretion as to the rejection and validity of Applications***

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part III: "Terms and Conditions of the Open Offer";
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST Sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which the Receiving Agent receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual notice from Euroclear UK & Ireland of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST Sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST Sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Receiving Agent in connection with CREST.

(k) ***Lapse of the Open Offer***

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 7 September 2020 or such later time and date as the Company and the Placing Manager may agree (being no later than 5.00 pm on 11 September 2020), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

5. MONEY LAUNDERING REGULATIONS

5.1 Holders of Application Forms

To ensure compliance with the Money Laundering Regulations, the Receiving Agent and the Company may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the “verification of identity requirements”). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements is the responsibility of such broker or intermediary and not of the Receiving Agent. In such case, the lodging agent’s stamp should be inserted on the Application Form.

The person lodging the Application Form with payment and in accordance with the other terms as described above (the “applicant”), including any person who appears to the Company or Receiving Agent to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Open Offer Shares as is referred to therein (for the purposes of this paragraph 5 the “relevant Open Offer Shares”) shall thereby be deemed to agree to provide the Company or the Receiving Agent with such information and other evidence as the Company or the Receiving Agent may require to satisfy the verification of identity requirements.

If the Company or the Receiving Agent determines that the verification of identity requirements apply to any applicant or application, the relevant Open Offer Shares (notwithstanding any other term of the Open Offer) will not be issued to the relevant applicant unless and until the verification of identity requirements have been satisfied in respect of that applicant or application. The Company or the Receiving Agent is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any applicant or application and whether such requirements have been satisfied, and neither the Company or the Receiving Agent nor the Company will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays in the dispatch of share certificates. If, within a reasonable time following a request for verification of identity, the Company or the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Open Offer will be returned (at the applicant’s risk) without interest to the account of the bank or building society on which the relevant cheque or banker’s draft was drawn.

Submission of an Application Form with the appropriate remittance will constitute a warranty to each of the Company, the Receiving Agent and the Placing Manager from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering (no.91/308/EEC);
- (ii) if the applicant is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (iii) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant’s name; or

- (iv) if the aggregate subscription price for the Open Offer Shares is less than €10,000 (approximately £9,000).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (a) if payment is made by cheque in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies: Cheques should be made payable to CIS PLC re Adamas Open Offer in respect of an application by a Qualifying Shareholder and crossed "A/C Payee Only". Third party cheques, building society cheques and banker's drafts will not be accepted. The account name should be the same as that shown on the Application Form; or
- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-European Union members of which are Argentina, Australia, Brazil, Canada, China, Gibraltar, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, Russian Federation, Singapore, South Africa, Switzerland, Turkey, UK Crown Dependencies and the US and, by virtue of their membership of the Gulf Cooperation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Receiving Agent or the Company. If the agent is not such an organisation, it should contact the Receiving Agent at the details set out in the next paragraph of this document.

To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the applicant should contact the Receiving Agent, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH United Kingdom or you can contact the Receiving Agent via phone on +44 (0)370 707 4040 between 8.30 a.m. and 5.30 p.m. Monday to Friday. Please note the Receiving Agent cannot provide advice on the merits of the Open Offer or as to whether applicants should take up their Open Offer Entitlements or give any financial, legal or tax advice.

If the Application Form(s) is/are in respect of Open Offer Shares with an aggregate subscription price of €10,000 (approximately £9,000) or more and is/are lodged by hand by the applicant in person, or if the Application Form(s) in respect of Open Offer Shares is/are lodged by hand by the applicant and the accompanying payment is not the applicant's own cheque, he or she should ensure that he or she has with him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 21 August 2020, the Receiving Agent or the Company has not received evidence satisfactory to it as mentioned above, the Receiving Agent or the Company may, at their discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the drawee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as mentioned above).

5.2 **Open Offer Entitlements in CREST**

If you hold your Open Offer Entitlements in CREST and apply for Open Offer Shares in respect of some or all of your Open Offer Entitlements as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, the Receiving Agent is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact the Receiving Agent before sending any USE or other instruction so that appropriate measures may be taken.

Submission of a USE instruction, which on its settlement constitutes a valid application as described above, constitutes a warranty and undertaking by the applicant to provide promptly to the Receiving Agent such information as may be specified by the Receiving Agent as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Receiving Agent as to identity, the Receiving Agent may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

6. OVERSEAS SHAREHOLDERS

The comments set out in this paragraph 6 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1 General

General Disclaimer

The distribution of this document and the making of the Open Offer to persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the United Kingdom or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the Relevant Jurisdiction may be affected by the laws or regulatory requirements of the relevant jurisdictions. Those persons should consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for Open Offer Shares under the Open Offer.

No Public Offer

No action has been or will be taken by the Company, the Placing Manager, or any other person, to permit a public offering or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Open Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the Relevant Jurisdiction.

Receipt of this document and/or an Application Form and/or a credit of Open Offer Entitlements to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

Application Forms will not be sent to, and Open Offer Entitlements will not be credited to stock accounts in CREST of, persons with registered addresses in a Restricted Jurisdiction or their agent or intermediary, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

No person receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements to a stock account in CREST in any territory other than the Relevant Jurisdiction may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Application Form and/or credit of Open Offer Entitlements to a stock account in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her and such Application Form and/or credit of Open Offer Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees) outside the Relevant Jurisdiction wishing to apply for Open Offer Shares to satisfy

himself or herself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

None of the Company, the Placing Manager, nor any of their respective representatives, is making any representation to any offeree or purchaser of the Open Offer Shares regarding the legality of an investment in the Open Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares unless the Company and the Placing Manager determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application Form and/or transfers Open Offer Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part III: "Terms and Conditions of the Open Offer" and specifically the contents of this paragraph 6.

The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares that appears to the Company or its agents to have been executed, effected or dispatched from a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of Open Offer Shares or in the case of a credit of Open Offer Entitlements to a stock account in CREST, to a CREST member whose registered address would be, in a Restricted Jurisdiction or any other jurisdiction outside the Relevant Jurisdiction in which it would be unlawful to deliver such share certificates or make such a credit.

Notwithstanding any other provision of this document or the relevant Application Form, the Company reserves the right to permit any person to apply for Open Offer Shares in respect of the Open Offer if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or banker's drafts or where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST.

Due to restrictions under the securities laws of the Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in a Restricted Jurisdiction or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements.

No public offer of Open Offer Shares is being made by virtue of this document or the Application Forms into any Restricted Jurisdiction. Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2 United States

The Open Offer Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States

and, accordingly, may not be offered or sold, re-sold, taken up, transferred, delivered or distributed, directly or indirectly, within the United States except in reliance on an exemption from the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Accordingly, the Company is not extending the Open Offer into the United States unless an exemption from the registration requirements of the US Securities Act as amended, is available and, subject to certain exceptions, neither this document nor the Application Form constitutes or will constitute an offer or an invitation to apply for or an offer or an invitation to acquire any Open Offer Shares in the United States. Subject to certain exceptions, neither this document nor an Application Form will be sent to, and no Open Offer Shares will be credited to a stock account in CREST of, any Qualifying Shareholder with a registered address in the United States. Subject to certain exceptions, Application Forms sent from or postmarked in the United States will be deemed to be invalid and all persons acquiring Open Offer Shares and wishing to hold such Open Offer Shares in registered form must provide an address for registration of the Open Offer Shares issued upon exercise thereof outside the United States.

Subject to certain exceptions, any person who acquires Open Offer Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this document or the Application Form and delivery of the Open Offer Shares, that they are not, and that at the time of acquiring the Open Offer Shares they will not be, in the United States or acting on behalf of, or for the account or benefit of a person on a non-discretionary basis in the United States or any state of the United States. The Company reserves the right to treat as invalid any Application Form that appears to the Company or its agents to have been executed in, or dispatched from, the United States, or that provides an address in the United States for the receipt of Open Offer Shares, or which does not make the warranty set out in the Application Form to the effect that the person completing the Application Form does not have a registered address and is not otherwise located in the United States and is not acquiring the Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares in the United States or where the Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements.

The Company will not be bound to allot or issue any Open Offer Shares to any person with an address in, or who is otherwise located in, the United States in whose favour an Application Form or any Open Offer Shares may be transferred. In addition, the Company and the Placing Manager reserve the right to reject any USE instruction sent by or on behalf of any CREST member with a registered address in the United States in respect of the Open Offer Shares.

6.3 Other Restricted Jurisdictions

Due to restrictions under the securities laws of the Restricted Jurisdictions other than the US and subject to certain exemptions, Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements.

The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

No offer of Open Offer Shares is being made by virtue of this document or the Application Forms into any Restricted Jurisdiction.

6.4 Other Overseas Territories

Application Forms will be sent to Qualifying Non-CREST Shareholders and Open Offer Entitlements will be credited to the stock account in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the United States or the Other Restricted Jurisdictions may, subject to the laws of their relevant jurisdiction, take up Open Offer Shares in accordance with the instructions set out in this document and the Application Form.

Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the Relevant Jurisdiction should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any Open Offer Shares.

6.5 Representations and warranties relating to Overseas Shareholders

(a) *Qualifying Non-CREST Shareholders*

Any person completing and returning an Application Form or requesting registration of the Open Offer Shares comprised therein represents and warrants to the Company, the Placing Manager and the Receiving Agent that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant Open Offer Shares from within the United States or any other Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to apply for or otherwise acquire Open Offer Shares in respect of the Open Offer or to use the Application Form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to apply was given; and (iv) such person is not acquiring Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any Restricted Jurisdiction or any territory referred to in (ii) above. The Company and/or the Receiving Agent may treat as invalid any application or purported application for Open Offer Shares comprised in an Application Form if it: (i) appears to the Company or its agents to have been executed, effected or dispatched from a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in a Restricted Jurisdiction for delivery of the share certificates of Open Offer Shares (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the warranty required by this subparagraph (a).

(b) *Qualifying CREST Shareholders*

A CREST member or CREST sponsored member who makes a valid acceptance in accordance with the procedures set out in this Part III: "Terms and Conditions of the Open Offer" represents and warrants to the Company and the Placing Manager that, except where proof has been provided to the Company's satisfaction that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) he is not within any Restricted Jurisdiction; (ii) he or she is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares; (iii) he or she is not accepting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as otherwise agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) he or she is not acquiring any Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any Restricted Jurisdiction or territory referred to in (ii) above.

6.6 Waiver

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company and/or the Placing Manager and the Receiving Agent in their absolute discretion. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 6 to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of this paragraph 6 shall apply to them jointly and to each of them.

7. ADMISSION, SETTLEMENT AND DEALINGS

The result of the Open Offer is expected to be announced at 8.00 a.m. on 24 August 2020. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Shares, fully paid, will commence at 8.00 a.m. on 7 September 2020.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the Open Offer Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 21 August 2020 (the latest date for applications under the Open Offer). If the condition(s) to the Open Offer described above are satisfied, Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company. On 7 September 2020, the Receiving Agent will instruct Euroclear UK & Ireland to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Admission (expected to be 7 September 2020). The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE Instruction was given.

Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Open Offer Entitlements and to issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by the Receiving Agent in connection with CREST.

For Qualifying Non-CREST Shareholders who have applied by using an Application Form, share certificates in respect of the Open Offer Shares validly applied for are expected to be dispatched by post by 11 September 2020. No temporary documents of title will be issued and, pending the issue of definitive certificates, transfers will be certified against the UK share register of the Company. All documents or remittances sent by or to applicants, or as they may direct, will be sent through the post at their own risk. For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 4.1 above and their respective Application Form.

8. TIMES AND DATES

The Company shall, in agreement with the Placing Manager and after consultation with its legal advisers, be entitled to amend the dates that Application Forms are dispatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall notify the London Stock Exchange and make an announcement on a Regulatory Information Service but Qualifying Shareholders may not receive any further written communication.

9. FURTHER INFORMATION

Your attention is drawn to the further information set out in this document and also, in the case of Qualifying Non-CREST Shareholders and other Qualifying Shareholders to whom the Company has sent Application Forms, to the terms, conditions and other information printed on the accompanying Application Form.

10. GOVERNING LAW AND JURISDICTION

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, English law. The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form. By subscribing Open Offer Shares in accordance with the instructions set out in this document and, where applicable, the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

PART IV

TAXATION

TAXATION IN THE UNITED KINGDOM

The following information is based on UK tax law and HM Revenue and Customs (“**HMRC**”) practice currently in force in the UK. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The information that follows is for guidance purposes only. Any person who is in any doubt about his or her position should contact their professional advisor immediately.

Tax treatment of the Company

The following information is based on the law and practice currently in force in the UK.

Provided that the Company is not resident in the UK for taxation purposes and does not carry out any trade in the UK (whether or not through a permanent establishment situated there), the Company should not be liable for UK taxation on its income and gains, other than in respect of interest and other income received by the Company from a UK source (to the extent that it is subject to the withholding of basic rate income tax in the UK).

It is the intention of the Directors to conduct the affairs of the Company so that the central management and control of the Company is not exercised in the UK in order that the Company does not become resident in the UK for taxation purposes. The Directors intend, insofar as this is within their control, that the affairs of the Company are conducted so the Company is not treated as carrying on a trade in the UK through a permanent establishment.

Tax treatment of UK investors

The following information, which relates only to UK taxation, is applicable to persons who are resident in the UK and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and does not apply to potential investors:

- (i) who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10 per cent., of any of the classes of shares in the Company; or
- (ii) who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or
- (iii) who are in any doubt as to their taxation position.

Such Shareholders should consult their professional advisers without delay. Shareholders should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

Shareholders who are neither resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected will not normally be liable to UK taxation on dividends paid by the Company or on capital gains arising on the sale or other disposal of Ordinary Shares. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

Dividends

Where the Company pays dividends no UK withholding taxes are deducted at source, Shareholders who are resident in the UK for tax purposes will, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

UK resident individual Shareholders who are domiciled in the UK, and who hold their Ordinary Shares as investments, will be subject to UK income tax on the amount of dividends received from the Company.

Dividend income received by UK tax resident individuals will have a £2,000 annum dividend tax allowance. Dividend receipts in excess of £2,000 will be taxed at 7.5 per cent. for basic rate taxpayers, 32.5 per cent for higher rate taxpayers, and 38.1 per cent. for additional rate taxpayers.

Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

Disposals of Ordinary Shares

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.

The rate of capital gains tax on disposal of Ordinary shares by basic rate taxpayers is 10 per cent., and for upper rate and additional is 20 per cent.

For Shareholders within the charge to UK corporation tax, indexation allowance up until 1 January 2018 may reduce any chargeable gain arising on disposal of Ordinary Shares but will not create or increase an allowable loss.

Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently 19 per cent. falling to 17 per cent. after 1 April 2020. But in the UK Budget of Her Majesty's Government on 11 March 2020 it was announced that the rate would remain at 19 per cent, after 1 April 2020.

Further information for Shareholders subject to UK income tax and capital gains tax

"Transactions in securities"

The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HMRC to raise tax assessments so as to cancel "tax advantages" derived from certain prescribed "transactions in securities".

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT or (except where stated otherwise) to persons connected with depositary arrangements or clearance services who may be liable at a higher rate.

No stamp duty or SDRT will generally be payable on the issue of Ordinary Shares.

Neither UK stamp duty nor SDRT should arise on transfers of Ordinary Shares on AIM (including instruments transferring Shares and agreements to transfer Ordinary Shares) based on the following assumptions:

- i. the Shares are admitted to trading on AIM, but are not listed on any market (with the term "listed" being construed in accordance with section 99A of the Finance Act 1986), and this has been certified to Euroclear; and
- ii. AIM continues to be accepted as a "recognised growth market" as construed in accordance with section 99A of the Finance Act 1986).

In the event that either of the above assumptions does not apply, stamp duty or SDRT may apply to transfers of Ordinary Shares in certain circumstances. Any transfer of Ordinary Shares for consideration prior to admission to trading on AIM is likely to be subject to stamp duty or SDRT.

The above comments are intended as a guide to the general stamp duty and SDRT position and may not relate to persons such as charities, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services to whom special rules apply.

THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE COMPANY. THE SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS OF THE DATE OF THIS DOCUMENT AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO HIS TAX POSITION OR WHERE HE IS RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT HIS PROFESSIONAL ADVISER.

PART V

QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER

The questions and answers set out in this Part V: “Questions and Answers about the Open Offer” are intended to be in general terms only and, as such, you should read Part III: “Terms and Conditions of the Open Offer” of this document for full details of what action to take. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank, fund manager, solicitor, accountant or other appropriate independent financial adviser, who is authorised under the FSMA if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

This Part V deals with general questions relating to the Open Offer and more specific questions relating principally to persons resident in the United Kingdom who are Qualifying Non-CREST Shareholders. If you are an Overseas Shareholder, you should read paragraph 6 of Part III: “Terms and Conditions of the Open Offer” of this document and you should take professional advice as to whether you are eligible and/or you need to observe any formalities to enable you to take up your Open Offer Entitlements. If you hold your Ordinary Shares in uncertificated form (that is, through CREST) you should read Part III “Terms and Conditions of the Open Offer” of this document for full details of what action you should take. If you are a CREST sponsored member, you should also consult your CREST Sponsor.

If you do not know whether your Ordinary Shares are in certificated or uncertificated form, please call Computershare Investor Services PLC, on +44 (0)370 707 4040.

The contents of this document should not be construed as legal, business, accounting, tax, investment or other professional advice. Each prospective investor should consult his, her or its own appropriate professional advisers for advice. This document is for your information only and nothing in this document is intended to endorse or recommend a particular course of action.

1. WHAT IS AN OPEN OFFER?

An open offer is a way for companies to raise money. Companies usually do this by giving their existing shareholders who are Qualifying Shareholders a right to acquire further shares at a fixed price in proportion to their existing shareholdings. The fixed price is normally at a discount to the market price of the existing ordinary shares prior to the announcement of the open offer.

This Open Offer is an invitation by Adamas to Qualifying Shareholders to apply for up to 12,538,840 Open Offer Shares at a price of £0.25 per share. If you held Ordinary Shares on the Record Date or have a *bona fide* market claim, other than, subject to certain exceptions, where you are a Shareholder with a registered address or located in a Restricted Jurisdiction, you will be entitled to buy Open Offer Shares under the Open Offer.

The Open Offer is being made on the basis of 1 Open Offer Share for every 8.216 Ordinary Shares held by Qualifying Shareholders on the Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number.

The Issue Price of £0.25 per Open Offer Share represents a 13.8 per cent. discount to the closing middle market price of £0.29 per Ordinary Share on 16 July 2020, the Latest Practicable Date.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be admitted to CREST, they will have limited settlement capabilities (for the purposes of market claims only), the Open Offer Entitlements will be tradeable or listed, and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.

2. I HOLD MY ORDINARY SHARES IN CERTIFICATED FORM. HOW DO I KNOW I AM ELIGIBLE TO PARTICIPATE IN THE OPEN OFFER?

If you receive an Application Form and, subject to certain exceptions, are not a holder with a registered address or located in any Restricted Jurisdiction, then you should be eligible to participate in the Open Offer as long as you have not sold all of your Ordinary Shares before 16 July 2020 (the time when the Ordinary Shares are expected to be marked “ex-entitlement” by the London Stock Exchange).

3. I HOLD MY ORDINARY SHARES IN CERTIFICATED FORM. HOW DO I KNOW HOW MANY OPEN OFFER SHARES I AM ENTITLED TO TAKE UP?

If you hold your Ordinary Shares in certificated form and, subject to certain exceptions, do not have a registered address in and are not located in, any Restricted Jurisdiction, you will be sent an Application Form that shows:

- how many Ordinary Shares you held at the close of business on the Record Date;
- how many Open Offer Shares are comprised in your Open Offer Entitlement; and
- how much you need to pay if you want to take up your right to buy all your entitlement to the Open Offer Shares.

Subject to certain exceptions, if you have a registered address in any of the Restricted Jurisdictions, you will not receive an Application Form.

If you would like to apply for any of, all of or more than the Open Offer Shares comprised in your Open Offer Entitlement you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Please return the completed form in the reply-paid envelope provided with the Application Form along with a cheque or a duly endorsed banker's draft for the number of Open Offer Shares you want to apply for and allow at least four Business Days for delivery if sent by first class post from within the United Kingdom.

4. I AM A QUALIFYING SHAREHOLDER WITH A REGISTERED ADDRESS IN THE UK AND I HOLD MY ORDINARY SHARES IN CERTIFICATED FORM. WHAT ARE MY CHOICES IN RELATION TO THE OPEN OFFER AND WHAT SHOULD I DO WITH THE APPLICATION FORM?

(a) If you want to take up all of your Open Offer Entitlement

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is send the Application Form (ensuring that all joint holders sign (if applicable)), together with your cheque for the amount (as indicated in Box C of your Application Form), payable to CIS PLC re Adamas Open Offer and crossed “A/C payee only”, in the reply-paid envelope provided, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH United Kingdom to arrive by no later than 11.00 a.m. on 21 August 2020. Within the United Kingdom only, you can use the accompanying reply-paid envelope. You should allow at least four Business Days for delivery if using first-class post within the United Kingdom. If posting from outside the United Kingdom, postage will be payable when using the reply-paid envelope.

Full instructions are set out in the Application Form. A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be despatched to you by no later than 11 September 2020.

(b) If you want to take up some but not all of your Open Offer Entitlement

If you want to take up some but not all of the Open Offer Shares to which you are entitled, you should write the number of Open Offer Shares you want to take up in Box D of your Application Form; for example, if you are entitled to take up 500 shares but you only want to take up 250 shares, then you should write ‘250’ in Box D.

To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, 250 by £0.25, which is the price in pounds of each Open Offer Share (giving you an amount of £62.50 in this example). You should write this amount in Box E, rounding down to the nearest whole cent and this should be the amount your cheque is made out for. You should then return the completed Application

Form, together with a cheque for that amount payable to CIS PLC re Adamas Open Offer and crossed "A/C payee only", in the reply-paid envelope provided, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH to arrive by no later than 11.00 a.m. on 21 August 2020, after which time Application Forms will not be valid. Within the United Kingdom only, you can use the accompanying reply-paid envelope. You should allow at least four Business Days for delivery if using first-class post or the reply-paid envelope within the United Kingdom. If posting from outside the United Kingdom, postage will be payable when using the reply-paid envelope. Full instructions are set out in Part III of this document and will be set out in the Application Form.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you by no later than 11 September 2020.

To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares shown in Box D by £0.25, which is the price of each Open Offer Share. You should write this amount in Box E, rounding down to the nearest whole penny. You should then return your Application Form together with your cheque or banker's draft for that amount, payable to "CIS PLC re Adamas Open Offer" and crossed "A/C payee only", in the reply-paid envelope provided (for use within the UK only) by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH United Kingdom to arrive by no later than 11.00 a.m. on 21 August 2020, after which time the Application Form will not be valid.

Within the United Kingdom only, you can use the accompanying reply-paid envelope. You should allow at least four Business Days for delivery if using first-class post or the reply-paid envelope within the United Kingdom. If posting from outside the United Kingdom, postage will be payable when using the reply-paid envelope. Full instructions are set out in the Application Form.

A definitive share certificate will be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be despatched to you by no later than 11 September 2020.

(c) If you do not want to take up your Open Offer Entitlement

If you do not want to take up the Open Offer Shares to which you are entitled, you do not need to do anything. In these circumstances, you will not receive any Open Offer Shares. You will also not receive any money when the Open Offer Shares you could have taken up are sold, as would happen under a rights issue. You cannot sell your Application Form or your Open Offer Entitlement to anyone else. If you do not return your Application Form applying for the Open Offer Shares to which you are entitled by 11.00 a.m. on 21 August 2020, the Company will be seek to issue those Open Offer Shares to subscribers under the Placing.

If you do not take up your Open Offer Entitlement then, following the issue of the Open Offer Shares pursuant to the Open Offer, your proportionate holding of Ordinary Shares will be diluted dependent on the number of Open Offer Shares taken up by Qualifying Shareholders and the number of New Ordinary Shares allotted to Placees pursuant to the Placing.

5. I HOLD MY ORDINARY SHARES IN UNCERTIFICATED FORM IN CREST. WHAT DO I NEED TO DO IN RELATION TO THE OPEN OFFER?

CREST members should follow the instructions set out in Part III: "Terms and Conditions of the Open Offer" of this document. Persons who hold Existing Ordinary Shares through a CREST member should be informed by the CREST member through which they hold their Existing Ordinary Shares of the number of Open Offer Shares which they are entitled to acquire under their Open Offer Entitlement.

6. I ACQUIRED MY ORDINARY SHARES PRIOR TO THE RECORD DATE AND HOLD MY ORDINARY SHARES IN CERTIFICATED FORM. WHAT IF I DO NOT RECEIVE AN APPLICATION FORM OR I HAVE LOST MY APPLICATION FORM?

If you do not receive an Application Form, this probably means that you are not eligible to participate in the Open Offer. Some Qualifying Non-CREST Shareholders, however, will not receive an Application Form but may still be eligible to participate in the Open Offer, namely:

- Qualifying CREST Shareholders who held their Ordinary Shares in uncertificated form on the Record Date and who have converted them to certificated form;
- Qualifying Non-CREST Shareholders who bought Ordinary Shares before 14 July 2020 but were not registered as the holders of those shares at the Record Date; and
- certain Overseas Shareholders.

7. IF I BUY ORDINARY SHARES AFTER THE RECORD DATE WILL I BE ELIGIBLE TO PARTICIPATE IN THE OPEN OFFER?

If you bought Ordinary Shares at or after the Record Date you are unlikely to be able to participate in the Open Offer unless you have a *bona fide* market claim. If you bought Ordinary Shares on or after 16 July 2020 (the Ex-Entitlement date), you will not be eligible to participate in the Open Offer in respect of those Ordinary Shares.

If you are in any doubt, please consult your stockbroker, bank or other appropriate financial adviser, or whoever arranged your share purchase, to ensure you claim your entitlement.

8. CAN I TRADE MY OPEN OFFER ENTITLEMENT?

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be admitted to CREST they will have limited settlement capabilities (for the purposes of market claims only), the Open Offer Entitlements will not be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim. Open Offer Shares for which application has not been made under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up their Open Offer Entitlement will have no rights under the Open Offer or receive any proceeds from it. The Open Offer Shares have not been placed subject to clawback (to meet applications under the Open Offer) nor have they been underwritten.

9. WHAT IF I CHANGE MY MIND?

Once you have sent your Application Form and payment to the Receiving Agent, you cannot withdraw your application or change the number of Open Offer Shares you have applied for.

10. WHAT IF THE NUMBER OF OPEN OFFER SHARES TO WHICH I AM ENTITLED IS NOT A WHOLE NUMBER: AM I ENTITLED TO FRACTIONS OF OPEN OFFER SHARES?

Your entitlement to Open Offer Shares will be calculated as at the Record Date. If the result is not a whole number, you will not receive an Open Offer Share in respect of the fraction of each Ordinary Share and your entitlement will be rounded down to the nearest whole number.

11. I HOLD MY ORDINARY SHARES IN CERTIFICATED FORM. WHAT SHOULD I DO IF I HAVE SOLD SOME OR ALL OF MY ORDINARY SHARES?

If you hold your Ordinary Shares in the Company yourself and have sold some or all of them before 14 July 2020, you should contact the buyer or the person/company through whom you sell your shares. The buyer may be entitled to apply for Open Offer Shares under the Open Offer.

If you have sold or sell any of your Ordinary Shares on or after 14 July 2020, you may still take up and apply for the Open Offer Shares as set out on your Application Form.

12. I HOLD MY ORDINARY SHARES IN CERTIFICATED FORM. HOW DO I PAY?

You should return your Application Form with a cheque drawn in pounds sterling on a UK bank in the accompanying reply-paid envelope (from within the United Kingdom). You should allow at least four Business Days for delivery if using first-class post within the United Kingdom. Cheques should be drawn on a personal account of the Qualifying Shareholder who is applying for the Open Offer Shares and must bear the appropriate sort code in the top right hand corner. Third party cheques will not be accepted. You may be required to supply additional documentation to satisfy Money Laundering Regulations. The cheque should be made payable to "CIS PLC re Adamas Open Offer" and crossed "A/C payee only". Payments via CHAPS, BACS or electronic transfer will not be accepted.

13. WILL THE ORDINARY SHARES THAT I HOLD NOW BE AFFECTED BY THE OPEN OFFER?

If you decide not to apply for any of the Open Offer Shares to which you are entitled under the Open Offer, or only apply for some of your entitlement, your proportionate ownership and voting interest in the Company will be reduced, dependent on the number of Open Offer Shares taken up by Qualifying Shareholders and the number of New Ordinary Shares allotted to Placees pursuant to the Placing.

14. I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. WHERE DO I SEND MY APPLICATION FORM?

You should send your completed Application Form in the accompanying pre-paid envelope or return by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH United Kingdom (who will act as receiving agent in relation to the Open Offer). If you post your Application Form by first-class post, you should allow at least four Business Days for delivery.

If you do not want to take up or apply for Open Offer Shares then you need take no further action.

15. I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. WHEN DO I HAVE TO DECIDE IF I WANT TO APPLY FOR OPEN OFFER SHARES?

Computershare Investor Services plc, must receive the Application Form by no later than 11.00 a.m. on 21 August 2020, after which time Application Forms will not be valid. If an Application Form is being sent by first class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

16. I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. WHEN WILL I RECEIVE MY NEW SHARE CERTIFICATE?

It is expected that Computershare Investor Services plc will post all new share certificates by 11 September 2020.

17. IF I BUY ORDINARY SHARES AFTER THE RECORD DATE, WILL I BE ELIGIBLE TO PARTICIPATE IN THE OPEN OFFER?

If you bought your Ordinary Shares after the Record Date, you are unlikely to be able to participate in the Open Offer in respect of such Ordinary Shares.

18. WHAT SHOULD I DO IF I THINK MY HOLDING OF ORDINARY SHARES (AS SHOWN IN BOX A ON THE APPLICATION FORM) IS INCORRECT?

If you bought or sold Ordinary Shares shortly before the Record Date, your transaction may not have been entered on the register of members before the Record Date for the Open Offer. If you bought Ordinary Shares before 14 July 2020 but were not registered as the holder of those shares on the Record Date for the Open Offer (14 July 2020), you may still be eligible to participate in the Open Offer. If you are in any doubt, please contact your stockbroker, bank or other appropriate financial adviser, or whoever arranged your share purchase, to ensure that you claim your entitlement.

You will not be entitled to Open Offer Entitlements in respect of any Existing Ordinary Shares acquired on or after 16 July 2020.

19. WILL THE OPEN OFFER AFFECT DIVIDENDS ON THE EXISTING ORDINARY SHARES?

The Open Offer Shares will, when issued and fully paid, rank equally in all respects with Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

20. WHAT SHOULD I DO IF I LIVE OUTSIDE THE UNITED KINGDOM?

Your ability to apply to acquire Open Offer Shares may be affected by the laws of the country in which you live and you should take professional advice as to whether you require any governmental or other consents or need to observe any other formalities to enable you to take up your Open Offer Entitlement.

Shareholders with registered addresses or who are located in any Restricted Jurisdiction are, subject to certain exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in Paragraph 6 of Part III: "Terms and Conditions of the Open Offer" of this document.

21. HOW DO I TRANSFER MY ENTITLEMENTS INTO THE CREST SYSTEM?

If you are a Qualifying Non-CREST Shareholder, but are a CREST member and want your Open Offer Shares to be in uncertificated form, you should complete the CREST deposit form (in Box M in the Application Form), and ensure it is deposited with the CREST Courier and Sorting Services in accordance with the instructions in the Application Form. CREST sponsored members should arrange for their CREST Sponsors to do this.

22. DO I NEED TO COMPLY WITH THE MONEY LAUNDERING REGULATIONS (AS SET OUT IN PARAGRAPH 5 OF PART III OF THIS DOCUMENT)?

If you are a Qualifying Non-CREST Shareholder, you may not need to follow these procedures if the value of the Open Offer Shares you are acquiring is less than the pounds sterling equivalent of 10,000 or if you pay for them by a cheque drawn on an account in your own name and that account is one which is held with an EU or United Kingdom regulated bank or building society. If you are a Qualifying CREST Shareholder, you will not generally need to comply with the Money Laundering Regulations unless you apply to take up all or some of your entitlement to Open Offer Entitlements as agent for one or more persons and you are not an EU or United Kingdom regulated financial institution.

Qualifying Non-CREST Shareholders should refer to paragraph 4.1 of Part III of this document and Qualifying CREST Shareholders should refer to paragraph 4.2 of Part III.

23. FURTHER ASSISTANCE

Should you require further assistance please call Computershare Investor Services plc on +44 (0)370 707 4040. Please note that, for legal reasons Computershare Investor Services PLC is only able to provide information contained in this document and information relating to the Company's register of members and is unable to give advice on the merits of the Open Offer or to provide legal, business, accounting, tax, investment or other professional advice.

PART VI

NOTICE OF GENERAL MEETING

ADAMAS FINANCE ASIA LIMITED

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004)

NOTICE IS HEREBY GIVEN that a general meeting (the “**Meeting**”) of the members of the Company will be held at 9.00 a.m. BST (4.00 p.m. HKT) on 5 August 2020 at Level 12 Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan Hong Kong, for the following purposes:

ORDINARY BUSINESS

1. To amend the Company's Memorandum of Association by changing the Company's name to:
“Jade Road Investments Limited”

By Order of the Board

John Croft
Executive Chairman

Notes:

1. In order to be entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Investor Services (BVI) Limited c/o Computershare Investor Services PLC, Corporate Actions Project, Bristol, BS99 6AH no later than 48 hours prior to the Meeting or any adjourned meeting.
2. Subject to notes 3 and 5 below, only members are entitled to attend and vote at the Meeting.
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (for holder of two or more shares) to attend and vote instead of that member. A proxy need not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's share registrar, Computershare Investor Services (BVI) Limited, c/o Computershare Investor Services PLC, Corporate Actions Project, Bristol, BS99 6AH no less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
4. At the Meeting, the chairman of the Meeting will exercise his power under Article 15.1(a) of the Articles to put the above resolution to the vote by way of a poll.
5. Depositary Interest Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST manual (available from www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depositary must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 9.00 a.m. (BST) on 31 July 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Alternatively, holders of Depositary Interests can complete a Form of Instruction to appoint Computershare Company Nominees Limited, the Depositary's custodian, to vote on the holder's behalf at the General Meeting or, if the General Meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Instruction (and any power of attorney or other authority under which it is signed) must be delivered to the offices of the custodian, Computershare Investor Services PLC, Corporate Actions Project, Bristol, BS99 6AH, UK by no later than 72 hours before the time fixed for the General Meeting or any adjourned meeting.

