

Ref no. E 201006/02

Date: 18 June 2010

Subject: Allotment of Private Placement shares, assets acquisition, and dissolution of a subsidiary

To: The President of the Stock Exchange of Thailand

Evolution Capital Public Company Limited ("**Company**") would like to inform the Stock Exchange of Thailand ("**SET**") of the resolutions of the Board of Directors' Meeting No. 4/2010 held on 18 June 2010, at 9.00 a.m. at Evolution Capital's office, Unit 1912, The Offices at CentralWorld, 999/9 Rama 1 Road, Pathumwan, Bangkok, as follows:

1. According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2009 held on 16 October 2009 which resolved to allot 172,633,882 new ordinary shares with a par value of Baht 1 each to specified investors and/or institutional investors in one or more tranches from time to time by way of private placement in accordance with the Notification of the Capital Market Supervisory Board no. Tor Jor. 28/2551 regarding the application and permission for offer of new shares ("**CMSB's Notification**") at an offering price of Baht 1 per share and the Board of Directors Meeting No. 2/2010 on 5 April 2010 which approved the allotment of 85,800,000 new ordinary shares with a par value of Baht 1 each at the offering price of Baht 1 per share, there remain 86,833,882 un-allotted new ordinary shares with a par value of Baht 1 each.

The Board of Directors resolved to allot 21,000,000 new ordinary shares with a par value of Baht 1 each to investors ("**Investors**"), which are qualified as private placement investors under the CMSB's Notification, according to the following details:

No	Name of Investor* who will be allotted new ordinary shares	Number of Allotted Shares	Offering Price Per Share	Subscription Period and Payment Period	Relationship with the Company
1	TP Thailand Opportunity Fund L.P.	14,800,000	At a price of Baht 1 per share, totaling Baht 14,800,000	21 June 2010 – 9 July 2010	None
2	Mr. Krit Srichawala	5,000,000	At a price of Baht 1 per share, totaling Baht 5,000,000	21 June 2010 – 9 July 2010	None
3	Mr. Radab Kanjawanit	1,200,000	At a price of Baht 1 per share, totaling Baht 1,200,000	21 June 2010 – 9 July 2010	None

*\*The Investors are not connected persons as defined in the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and listed companies' compliance concerning connected transactions B.E. 2546 and/or the Notification of the Capital Market Supervisory Board concerning rules on connected transactions.*

The Company considered the following factors in the selection of investors who would be allotted new ordinary shares of the Company: Investors who have financial strength or experience in businesses complimentary to the sectors in which the Company operates, and who may potentially support of the Company's business operations in the future. The allotment of new ordinary shares to the Investors shall not affect the operation of the Company's businesses. In addition, when such Investors have subscribed to their new ordinary shares and become the Company's shareholders, they will not nominate any director as their representative on the Board of the Company.

The purpose of the capital increase and the use of funds are:

1.1 To invest further in projects which offer high returns.

1.2 To make strategic investments at a time when economic circumstances offer exceptional opportunities at attractive prices.

1.3 To augment working capital.

The Board of Directors' Meeting authorised Mr. Simon Morris Gerovich, the President and Managing Director, to consider, determine, amend, or revise the terms and other related details, in order for the Company to receive the optimal benefit depending on both economic circumstances and capital markets.

There remain 65,833,882 unallotted new ordinary shares with a par value of Baht 1 each. The Board of Directors' Meeting authorised Mr. Simon Morris Gerovich, the Company's President and Managing Director, to allot the remaining 65,833,882 new ordinary shares with a par value of Baht 1 each to investors ("**Investors**") who are qualified as private placement investors under the CMSB's Notification. Mr. Simon Morris Gerovich was given the discretion to consider, determine, amend, or revise the terms and other related details of the Private Placement's unallotted shares, in order for the Company to receive optimal benefits depending on timing, economic circumstances, and capital markets. In addition, the Investors will not be connected persons as defined in the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and listed companies' compliance concerning connected transactions B.E. 2546 and/or the Notification of the Capital Market Supervisory Board concerning rules on connected transactions.

The Company will inform the SET of the progress of these shares' allotment from time to time.

**2.** That an investment made on 3 June 2010 of USD 154,000, or equal to Baht 4,989,600 (the exchange rate as of 3 June 2010 is Baht 32.40 per USD 1), by way of capital increase in a subsidiary company, Evolution Holdings Limited ("**EH**"), be acknowledged. EH will increase its paid-up capital from USD 925,000 to USD 1,079,000 and the Company will fully subscribe to the newly paid-up shares. Such capital increase funds will be used by EH to make investments.

In addition, that a further investment of USD 954,000, or equal to Baht 31,052,700 (the exchange rate as of 17 June 2010 is Baht 32.55 per USD 1), by way of capital increase in a subsidiary company, Evolution Holdings Limited ("**EH**"), be approved. EH will increase its paid-up capital

from USD 1,079,000 to USD 2,033,000 and the Company will fully subscribe to the newly paid-up shares. Such capital increase funds will be used by EH to make investments.

That an investment made on 5 June 2010 of USD 154,000, or equal to Baht 5,038,880 (the exchange rate as of 5 June 2010 was Baht 32.72 per USD 1), by way of capital increase in a subsidiary company, Evolution Advisors Limited (“EA”), be acknowledged. EA will increase its paid-up capital from USD 900,000 to USD 1,054,000 and EH will fully subscribe to the newly paid-up shares. Such capital increase funds will be used by EA to make investments.

In addition, a further investment of USD 954,000, or equal to Baht 31,052,700 (the exchange rate as of 17 June 2010 was Baht 32.55 per USD 1), by way of capital increase in EA be acknowledged. EA will increase its paid-up capital from USD 1,054,000 to USD 2,008,000 and EH will fully subscribe to the newly paid-up shares. Such capital increase funds will be used by EA to make investments.

**3.** That an acquisition by EA of an additional 1,540 shares on 8 June 2010 in Red Planet Hotels Limited (“RPHL”, a company\*\* incorporated in Cayman Islands) at a price of USD 100 per share (USD 0.01 par value and USD 99.99 of share premium) for USD 154,000 or equal to Baht 5,048,120 (the exchange rate as of 8 June 2010 was Baht 32.78 per USD 1), and a further 9,540 shares (“Subsequent Shares”) for USD 954,000, or equal to approximately Baht 31,052,700 (the exchange rate as of 17 June 2010 was Baht 32.55 per USD 1), scheduled for 30 July 2010 be approved.

*\*\*Other Shareholders of Red Planet Hotels Limited are not connected persons as defined in the notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Listed Companies’ Compliance concerning Connected Transactions B.E. 2546.*

**3.1 Transaction Value of Subsequent Shares acquisition:**

USD 954,000, or equal to Baht 31,052,700 (the exchange rate as of 17 June 2010 was Baht 32.55 per USD 1), payable in one tranche.

**3.2 Transaction Size:**

4.57% of the Company’s total assets as of 31 May 2010, which is the highest figure among the various transaction size calculations as per the Notification of the SET regarding Rules, Procedures and Disclosure of Information Concerning the Acquisition and Disposition of Assets of Listed Companies.

For the comparison of the volume of transactions, the Company has adjusted the figures from the interim financial statements for the quarter ended 31 March 2010 to reflect the registration of the new paid-up capital as follows:

<b>Consolidated Balance Sheet (as of 31 May 2010)</b>		
	<b>31 Mar 10</b>	<b>31 May 10***</b>
	<b>(Unit: Baht)</b>	
Total Assets	511,526,381.43	680,220,673.58

\*\*\*\*Excluding 2Q 2010 operating performance but including 2Q 2010 capital increase by way of Private Placement

**Calculation:**

(The value given x 100) / Total assets of the Company  
= (31,052,700 x 100) / 680,220,673.58 = 4.57%

The total value, over the past six months, of the acquisition of shares in EKT Advisors Limited (“EKTA”) (1.67%), the acquisition of Spire Real Estate Co., Ltd., previously named “Kor Asia Co., Ltd.” (0.67%), the initial acquisition of shares in RPHL (0.005%), the payment of franchise fees by EKTA (1.15%), the receipt of the assignment of Franchise agreements by RPHL (1.15%), the acquisition of shares in RPHL in March (0.003%), the additional acquisition of shares in RPHL in May (5.03%), the further investment in RPHL on 8 June (0.99%), and the acquisition of the Subsequent Shares of RPHL (4.57%) in July equates to 15.23% of the Company’s Total Assets, which exceeds 15%, and is therefore subject to SET disclosure and the Company is required to send a report to all shareholders within 21 days of notifying the SET.

**3.3 Objective of Company**

The transaction is part of an ongoing capitalisation of RPHL, which is an investment platform which facilitates the development and operation of budget hotels across Asia.

**3.4 Benefits to the Company**

The Company is investing in a rapidly growing consumer business across Asia, which diversifies the Company’s future revenue profile to beyond Thailand.

**3.5 Source of Funds**

The investment into RPHL is funded by the Company's cashflows, working capital, and Private Placement proceeds, by way of two subsidiaries, EH and EA.

4. That the dissolution of Spire Real Estate Co., Ltd., a subsidiary company, in order to reduce expenses as well as for the purpose of corporate streamlining be approved. The Company holds 99,997 shares, being 99.97 percent of the paid-up capital in Spire Real Estate Co., Ltd. The dissolution of Spire Real Estate Co. Ltd. does not affect the operations of the Company in any manner.

Please acknowledge accordingly.

Yours faithfully,

For and on behalf of

Evolution Capital Public Company Limited

---

(Mr. Mark Michael Reinecke)

Director