

Report of the Acquisition or Disposition of Non-voting Depository Receipts (NVDRs)  
and Underlying Shares (if any)

1. Underlying Securities Name: **AP Thailand PCL** Underlying Securities Code: **TH0308010Y16 (ISIN)**  
**TH0308010R15 (ISIN)**

2. Date of action resulting in reporting obligation with Thai NVDR (TNVDR): **02/12/2013(dd/mm/yy)**

<p>2.1. <input type="checkbox"/> Acquisition <input type="checkbox"/> Disposition</p>	<p><input type="checkbox"/> Through the Stock Exchange of Thailand via a securities company</p> <p><input type="checkbox"/> Direct sale/purchase, please specify the name(s) of parties executing the transaction with the reporting person (if known): _____</p> <p><input type="checkbox"/> Subscription in excess right offering <span style="float: right;"><input type="checkbox"/> Exercise of conversion rights</span></p> <p><input type="checkbox"/> By way of inheritance <span style="float: right;"><input checked="" type="checkbox"/> Other (please specify): FIL Limited and FMR LLC are no longer reporting their holdings together. FIL Limited and FMR LLC no longer have a substantial shareholding in the Company.</span></p>
<p>2.2. <input type="checkbox"/> Commencement of status of a concert party</p>	<p><input type="checkbox"/> Termination of status of a concert party</p>
<p>2.3. <input type="checkbox"/> Acquisition of a juristic person under Section 258</p>	<p><input type="checkbox"/> Termination of a juristic person under Section 258</p>

3. Date of Filing this Report to Thai NVDR (TNVDR): **5 December 2013**

4. The highest price paid by the reporting person or person in the same group for its acquisition of either NVDRs or Underlying shares during the past 90 days period (the first day being the date of action under item 2 which gives rise to the reporting obligation):

Baht/Unit, which was the price paid on

5. Information about the person:

Name: **FIL Limited and FMR LLC**

Address: **FIL Limited - Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda,**  
**FMR LLC - 245 Summer Street, Boston, MA 02210**

Telephone: **+852 2629 2803**

Fax:

**+852 2629 9669**

E-mail: [apac.regulatoryreporting@fil.com](mailto:apac.regulatoryreporting@fil.com)

If the person is authorised to file a report on behalf of the reporting person, please specify relationship with the reporting person: \_\_\_\_\_

6. The person authorised to contact with the Thai NVDR (if any).

Name:

**Anna Ko**

Telephone:

**+852 2629 2803**

Fax:

**+852 2629 9669**

E-mail:

[apac.regulatoryreporting@fil.com](mailto:apac.regulatoryreporting@fil.com)

7. The purpose of this Report is:

to comply with NVDRs Prospectus and Section 246 of the Securities and Exchange Act B.E. 2535.

to amend or supplement the Form 246-2-NVDR previously filed on the date of: (dd/mm/yy) in item: \_\_\_\_\_

8. Type of NVDRs or Underlying shares subject to the reporting obligation for this acquisition or disposition:

<b>8.1 Shares</b>				
Common shares	<input checked="" type="checkbox"/>	NVDRs	<input checked="" type="checkbox"/>	Underlying shares
Preferred shares	<input type="checkbox"/>	NVDRs	<input type="checkbox"/>	Underlying shares
<b>8.2 Convertible securities</b>				
Warrants	<input type="checkbox"/>	NVDRs	<input type="checkbox"/>	Underlying shares
Transferable subscription rights (TSR)	<input type="checkbox"/>	NVDRs	<input type="checkbox"/>	Underlying shares

Information to be provided under Item 9 and 10 shall depend on the nature of action that gives rise to the reporting obligation

"Person in the same group" means

(i) Party acting in concert with the reporting person

(ii) Person under Section 258 of the reporting person, and

(iii) Person under Section 256 of the concert party.

9. For reporting in the event of the acquisition or disposition of NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities, please provide details of the acquisition or disposition that gives rise to this reporting obligation. (If such acquisition or disposition of NVDRs representing underlying shares and/or its underlying securities and NVDRs representing convertible securities and/or its underlying securities results in the holding of NVDRs representing underlying shares and/or its underlying securities and NVDRs representing convertible securities and/or its underlying securities reaches or crosses the trigger points for which the reporting obligations of NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities are required, then a report of each type of securities shall be filed separately).

9.1 Information on the changes in NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities held by the reporting person:

Name of person(s)/juristic person(s)	Type of securities	Shares held before acquisition/disposition			Securities acquired/disclosed of			Securities held after acquisition/disposition		
		Number (Units) <sup>2</sup>	Voting rights <sup>3</sup>	% <sup>4</sup>	Number (Units) <sup>2</sup>	Voting rights <sup>3</sup>	% <sup>4</sup>	Number (Units) <sup>2</sup>	Voting rights <sup>3</sup>	% <sup>4</sup>
I. Person acquiring or disposing  FIL Limited	NVDRs	35,177,040	35,177,040	1.23%				35,177,040	35,177,040	1.23%
	Underlying shares	76,342,960	76,342,960	2.67%	-2,320,000	-2,320,000	-0.08%	74,022,960	74,022,960	2.59%
	<b>Total</b>	<b>111,520,000</b>	<b>111,520,000</b>	<b>3.90%</b>	<b>-2,320,000</b>	<b>-2,320,000</b>	<b>-0.08%</b>	<b>109,200,000</b>	<b>109,200,000</b>	<b>3.82%</b>
2 FMR LLC	NVDRs	0	0	0.00%				0	0	0.00%
	Underlying shares	54,420,000	54,420,000	1.90%				54,420,000	54,420,000	1.90%
	<b>Total</b>	<b>54,420,000</b>	<b>54,420,000</b>	<b>1.90%</b>				<b>54,420,000</b>	<b>54,420,000</b>	<b>1.90%</b>
II. Concert party of I (please specify the name(s))										
III. Person(s) under Section 258 of I and II (please specify name(s))										
1										
2										
IV. Person(s) holding on behalf of I (please specify the name(s))										
f										
2										
<b>Total</b>		<b>165,940,000</b>	<b>165,940,000</b>	<b>5.80%</b>	<b>-2,320,000</b>	<b>-2,320,000</b>	<b>-0.08%</b>	<b>163,620,000</b>	<b>163,620,000</b>	<b>5.72%</b>

9.2 Information on the changes in NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities held on behalf of other person(s):

Name of person(s)/juristic person(s)	Type of securities	Shares held before acquisition/disposition			Securities acquired/disclosed of			Securities held after acquisition/disposition		
		Number (Units) <sup>2</sup>	Voting rights <sup>3</sup>	% <sup>4</sup>	Number (Units) <sup>2</sup>	Voting rights <sup>3</sup>	% <sup>4</sup>	Number (Units) <sup>2</sup>	Voting rights <sup>3</sup>	% <sup>4</sup>
IV. Person(s) holding on behalf of I (please specify the name(s))	NVDRs									
	Underlying shares									
	<b>Total</b>									
2										
Total										

2 To be filed only in the report on acquisition of NVDRs representing convertible securities and/or its underlying securities. In cases where there are more than one type of convertible securities, all information shall be stated in the same report.

3 In cases where NVDRs representing convertible securities, please report the voting rights of the underlying securities reserved for conversion. If one (1) share of the underlying securities is equal to one (1) voting right (1 share = 1 voting right), please give the total number of NVDRs in the field "Voting rights".

4 The percentage of the voting rights of securities shall be calculated based on the total number of voting rights of the business. (Please see example in Item 5 of the Explanatory).

6 Including other NVDRs and/or underlying securities which the reporting person deposits with other person(s) or has other person(s) hold on his behalf.

10. For reporting in the event of the commencement or termination of status of a concert party or the acquisition or termination of status of a juristic person under Section 258, please provide the information on the change of NVDRs and/or its underlying securities holding as a result of the commencement or termination of status of a concert party or the acquisition or termination of status of a juristic person under section 258 that give rise to the reporting obligation (if the commencement or termination of such relationship results in the holding of NVDRs representing underlying shares and/or its underlying securities and NVDRs representing convertible securities and/or its underlying securities reaches or crosses the trigger points for which the reporting obligations of NVDRs representing underlying shares and/or its underlying securities or NVDRs representing convertible securities and/or its underlying securities are required, then a report of each type of securities shall be filed separately).

Name of person(s)/juristic person(s)	Type(s) of securities	Number of Units	Voting rights	%
Prior to commencement or termination of relationship as:				
<input type="checkbox"/> Concert party <input type="checkbox"/> Juristic persons under Section 258				
I. Reporting person	NVDRs			
	Underlying shares			
	<b>Total</b>			
II. Concert party of I (please specify the name(s)):	NVDRs			
	Underlying shares			
	<b>Total</b>			
2.	NVDRs			
	Underlying shares			
	<b>Total</b>			
III. Person(s) under Section 258 of I and II (please specify the name(s)):	NVDRs			
	Underlying shares			
	<b>Total</b>			
1.	NVDRs			
	Underlying shares			
	<b>Total</b>			
2.	NVDRs			
	Underlying shares			
	<b>Total</b>			
IV. Person(s) holding on behalf of I 5 (please specify the name(s)):	NVDRs			
	Underlying shares			
	<b>Total</b>			
1.	NVDRs			
	Underlying shares			
	<b>Total</b>			
2.	NVDRs			
	Underlying shares			
	<b>Total</b>			
Total NVDRs and/or its underlying Securities holding prior to commencement or termination of the relationship				

Name of person(s)/juristic person(s)	Type(s) of securities	Number of Units	Voting rights	%
V. ( ) Commencement of status of concert party:				
1.	NVDRs			
	Underlying shares			
	<b>Total</b>			
2.	NVDRs			
	Underlying shares			
	<b>Total</b>			
( ) Acquisition of a juristic person under Section 258				
1.	NVDRs			
	Underlying shares			
	<b>Total</b>			
2.	NVDRs			
	Underlying shares			
	<b>Total</b>			
VI. ( ) Termination of status of a concert party:				
1.	NVDRs			
	Underlying shares			
	<b>Total</b>			
2.	NVDRs			
	Underlying shares			
	<b>Total</b>			
( ) Termination of status of a juristic person under Section 258				
1.	NVDRs			
	Underlying shares			
	<b>Total</b>			
2.	NVDRs			
	Underlying shares			
	<b>Total</b>			
Total NVDRs and/or its underlying Securities holding after commencement or termination of relationship under V. or VI.				

I hereby certify that the foregoing statement in this report is complete and accurate and contains neither any materially misleading statements nor any omissions of material information that ought to be declared.

Signature

*A.P. P. [Signature]*

Anna Ko  
 Head of Regulatory Reporting, APAC  
 Duly authorized under Powers of Attorney by and on behalf of FMR LLC  
 Duly authorized under Powers of Attorney by and on behalf of FIL Limited

