

Tender Offer for Securities of



National Petrochemical Public Company Limited.

Tender Offeror



The Siam Cement Public Company Limited.

Tender Offer Preparer



IFCT Advisory Co., Ltd.

Tender Offer Agent



Kim Eng Securities (Thailand) Plc.,

**Tender Offer for Securities of
National Petrochemical Public Company Limited (Form 247-4)**

Contents

		Page
Part 1	Significant Elements of the Tender Offer	3
Part 2	Details of the Offeror	7
	1. Information on the Offeror	7
	2. Details of the Tender Offer Preparer	10
	3. Details of other advisor	10
	4. Relationship between the Offeror and the Company, major shareholders or directors of the Company	11
	5. Other relevant information for the securities holders' decision making	12
Part 3	Details of the Company	15
	1. Company Profile	15
	2. Business plan after the business takeover	19
Part 4	Additional Details of the Tender Offer	22
	1. Tender Offer Acceptance Procedures	22
	2. Procedure for the purchase of securities	24
	3. Settlement Method	24
	4. Rights of securities holders who have expressed their intention to tender their securities before the end of the tender offer period	26
	5. Conditions for cancellation of the intention to tender	26
	6. Determination of the Offer Price	28
	7. Acquisition of Shares before Submission of the Tender Offer	29
Part 5	Certification of the Information	30

Appendices

1. Letter Confirming Sources of Funds for the Tender Offer
- A. Tender Offer Acceptance Procedures and Relevant Forms
 1. Tender Offer Acceptance Procedures
 2. Tender Offer Acceptance Form
 3. Confirmation of Securities Cost Form
 4. Power of Attorney
- B. Procedures and Relevant Forms for Cancellation of Tender Offer Acceptance
 1. Tender Offer Acceptance Cancellation Procedures
 2. Tender Offer Acceptance Cancellation Form
 3. Power of Attorney
- C. Tender Offer Acceptance Procedures and Relevant Forms for Non-Voting Depository Receipt (NVDR)
 1. Tender Offer Acceptance Procedures for NVDR
 2. Tender Offer Acceptance Form
 3. Confirmation of Securities Cost Form
 4. Power of Attorney

Tender Offer for Securities of

National Petrochemical Public Company Limited

(The tender offer and tender offer period specified herein are final and will not be changed.)

To: Securities Holders

We hereby offer to purchase the securities of National Petrochemical Public Company Limited (hereinafter called "**the Company**" or "**NPC**"), with details as follows:

Part 1

Significant Elements of the Tender Offer

1. Date of submission of the tender offer

August 20, 2004

2. Name of the Offeror

The Siam Cement Public Company Limited (hereinafter called "**the Offeror**")

3. Name of the Tender Offer Preparer

IFCT Advisory Co., Ltd. (hereinafter called "**IFCT Advisory**")

4. Objective of the tender offer

According to the purchase and the transfer of Thai Plastic and Chemicals Public Company Limited (TPC) shares on June 23, 2004 by The Offeror and CPB Equity Co., Ltd., the Offeror have to combine NPC's shares, accounting for 24.97% of total issued shares held by the Offeror and NPC's shares, accounting for 2.50% of total issued shares held by TPC together. Therefore, a total number of NPC's shares held by the Offeror is equal to 27.47% of total issued shares of the company. According to chain principle rule, they are required to make a tender offer for the Company's entire securities in accordance with the Notification of the Securities and Exchange Commission No. KorJor. 53/2545 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated November 18, 2002.

According the Offeror has acquired NPC's shares over 25 percent of voting right of a total voting right of the company as the chain principle rule, the Offeror has considered that the investment on NPC's securities is in form of a strategic investment as usual. Furthermore, the Offeror's subsidiaries have been purchasing products from NPC for a long time. Additionally, investment on NPC's securities is financially profitable. Thus, at present, the Offeror does not have any policy to sell NPC's securities and the Offeror have to make a tender offer to NPC's securities in accordance with the rule of the Securities and Exchange Commission.

5. Type and class of the securities offered to purchase

5.1 The Company has only one type of securities, i.e. ordinary shares.

The Offeror will make a tender offer to purchase all the remaining 224,849,700 ordinary shares (exclusive of the shares held by the Offeror group) from other shareholders, equivalent to 72.53% of the total issued shares of the Company and representing a total number of 224,849,700 voting shares or 72.53% of the total number of votes of the Company. However, the Offeror will take up only the shares that it can hold ownership over and are free of any encumbrance.

5.2 Ordinary shares on this tendered offer are not including the share hold by 2 major shareholders of the company ranging from the Offeror and TPC

6. Offer price

The offer price is Bt. 77.60 (seventy-seven point six baht) per share.

The Offerees are subject to a brokerage fee of 0.25% of the offer price and value added tax (VAT) of 7% of the brokerage fee. Therefore, the net price receivable by the offerees will be Bt. 77.3924 (seventy-seven point three nine two four baht) per share. Such offer price is:

- the final offer which will not be changed
 not the final offer and may be changed by the Offeror.

7. Tender offer period

The tender offer period will be a total of 25 business days from August 25, 2004 to September 28, 2004 during the office hours of 9.00 a.m. - 4.30 p.m. Such tender offer period is:

- the final period which will not be extended
 not the final period and may be extended by the Offeror.

8. Conditions of change in the tender offer

No condition

Conditions of change in the tender offer are as follows:

the Offeror may either reduce the offer price or extend the tender offer period if any event or action having a material adverse effect on the Company's status or assets occurs during the tender offer period;

the Offeror may change the offer or extend the tender offer period to compete with any other person who has also submitted a tender offer for securities of the Company during the tender offer period.

9. Conditions of cancellation of the tender offer

The Offeror may cancel the tender offer subject to any of the following events:

9.1 There is any event or action occurring after the submission of the tender offer to the Office of the Securities Exchange Commission (hereinafter called "the SEC") but before the end of the tender offer period, which has or may have a material adverse effect on the Company's status or assets, and where such event or action is not the result of the Offeror's action or of action under the responsibility of the Offeror.

9.2 There is any action performed by NPC after the submission of the tender offer to the SEC but before the end of the tender offer period, which causes a material decrease in the value of the Company's shares.

10. The period that the securities holders may revoke their intention

The Offerees may revoke their acceptance of the tender offer during the office hours of 9.00 a.m. - 4.30 p.m. on any business day from August 25, 2004 to September 21, 2004.

11. Allocation of the purchased amount in case the tendered amount is greater or fewer than the offered amount

All tendered shares will be purchased.

12. Sources of funds to finance the tender offer

The total amount of tender offer is Bt. 17,448,336,720. However, the Offeror has received a letter no. 52000/51 dated on August 18, 2004 from PTT Plc., as a major shareholder of the company, informing of no intention to sell their NPC's share, accounting for 117,780,000 shares or 37.99% of total issued of the company. As a result, the total amount of tender offer will be Bt. 8,308,608,720, which will be financed partly by the Offeror's working capital and partly by borrowings from financial institutions which will make available Bt. 8.5 billion to meet such funding need of the Offeror. Those financial institutions have issued a letter

confirming their funding support for the Offeror (Appendix 1) to accomplish the tender offer as planned.

However, if the Offeror have to purchase NPC's securities held by PTT, the Offeror still has enough funds for the tender offer which will be financed by financial institutions in form of additional borrowing.

IFCT Advisory, in the capacity as the Tender Offer Preparer, has reviewed the Offeror's sources of funds and considers that the Offeror has sufficient funds to conduct and complete this tender offer.

13. Tender Offer Agent

Name:	Kim Eng Securities (Thailand) Plc.
Contact address for collection and submission of the tender offer acceptance form:	540 Mercury Tower, 10 th Floor Phloen Chit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330
Payment date:	October 1, 2004
Tel no:	0-2658-6300 ext. 1714, 1770
Fax no:	0-2658-6862

Part 2

Details of the Offeror

1. Information on the Offeror

1.1 General information

Name:	The Siam Cement Public Company Limited
Address:	1 Siam Cement Road, Bangsue, Bangkok 10800
Telephone:	0-2586-2322
Facsimile:	0-2586-3307
Registered Number:	BorMorJor. No. 258

1.2 Business information and other details

(1) Type of business

The Siam Cement Plc. (SCC) is a holding company under the Siam Cement Group, which is the biggest industrial conglomerate in Thailand. The Siam Cement Group has divided its businesses into five strategic business units: cement, petrochemicals, paper & packaging, building products, and distribution. The Group also has two other holding companies: Cementhai Holding Co., Ltd., managing the Group's non-core business investments; and Cementhai Property (2001) Plc., managing the Group's industrial zones and real estates.

(2) Registered capital and paid-up capital

SCC has a registered capital of Bt. 1,600,000,000, of which Bt. 1,200,000,000 was paid up, divided into 1,200,000,000 shares with par value of Bt. 1 per share.

(3) List of top 10 major shareholders according to the most recent data as of April 8, 2004

Name	No. of shares	As % of the total issued capital	As % of the total voting rights
1. Bureau of the Crown Property group	383,202,000	31.93	31.93
2. Thai NVDR Co., Ltd.	91,816,956	7.65	7.65
3. HSBC (Singapore) Nominees Pte. Ltd.	26,756,794	2.23	2.23
4. State Street Bank and Trust Company	24,121,615	2.01	2.01

Name	No. of shares	As % of the total issued capital	As % of the total voting rights
5. Siam Commercial Bank Plc.	16,609,400	1.38	1.38
6. Chase Nominees Limited 1	16,010,383	1.33	1.33
7. Office of the Privy Purse	15,473,000	1.29	1.29
8. Randery Burahmakan Co., Ltd.	14,810,400	1.23	1.23
9. Cementhai Foundation	13,294,300	1.11	1.11
10. HSBC BANK PLC-CLIENTS GENERAL A/C	11,978,862	1.08	1.08
Total	615,018,848	51.24	51.24

Notes:

1. Bureau of the Crown Property group consists of Bureau of the Crown Property holding 360 million shares in SCC and CPB Equity Co., Ltd. holding 23.202 million shares. CPB Equity Co., Ltd. is 99.99% owned by Bureau of the Crown Property.
2. Details of shareholders of Bureau of the Crown Property and Office of the Privy Purse are not available because the two entities are juristic persons established under special laws and therefore have no shareholders.
3. Thai NVDR Co., Ltd. is 99.99% owned by the Stock Exchange of Thailand (SET).
4. Principal shareholders of Siam Commercial Bank Plc. (SCB) are Bureau of the Crown Property and CPB Equity Co., Ltd., aggregately holding 147.63 million shares or 12.22% of SCB's registered and paid-up capital (information about the major shareholders of SCB is available on the SET's website at www.set.or.th).
5. The Nana family is a major shareholder of Randery Burahmakan Co., Ltd.

(4) SCC's Board of Directors as shown in its latest register of directors as of August 20, 2004

Name	Position
1. H.E.Dr.Chaovana Nasyvanta	Chairman of the Board of Directors
2. Air Vice Marshal Kamthon Sindhvananda	Director & Chairman of the Audit Committee
3. Mr. Paron Israsena	Director & Audit Committee Member
4. Mr. Sivavong Changkasiri	Director & Audit Committee Member
5. Mr. Sumet Tantivejkul	Director & Audit Committee Member

Name	Position
6. Mr. Pricha Attavipach	Director & Audit Committee Member
7. Mr. Snoh Unakul	Director
8. Mr. Yos Euarchukiati	Director
9. Mr. Panas Simasathien	Director
10. Mr. Arsa Sarasin	Director
11. Mr. Boonsithi Chokwatana	Director
12. Mr. Chumpol NaLamlieng	Director & President

(5) Financial position and operational performance based on SCC's financial statements over the past three years

Unit: Bt. million

	2001 (Audited)		2002 (Audited)		2003 (Audited)		H1 / 2004 (Reviewed)	
	Company	Consolidated	Company	Consolidated	Company	Consolidated	Company	Consolidated
Total assets	181,683	235,981	182,619	235,644	203,084	249,726	201,340	257,720
Total liabilities	124,383	169,896	107,006	147,713	98,118	134,252	87,533	130,479
Shareholder's equity	57,300	57,311	75,613	75,624	104,966	104,977	113,807	113,818
Shareholder's equity and minority interest	57,300	66,085	75,613	87,931	104,966	115,474	113,807	127,241
Registered & paid up capital	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200
Total revenues	3,200	122,643	3,378	130,072	3,600	150,862	2,005	90,305
Total expenses	5,113	117,675	3,845	121,402	3,412	135,470	1,257	76,524
Net profit	7,634	7,634	14,604	14,604	19,954	19,954	15,097	15,097
Earnings per share (Bt.)	6.36	6.36	12.17	12.17	16.63	16.63	12.58	12.58
Dividend per share (Bt.)	1.00	1.00	3.00	3.00	6.00	6.00	5.50	5.50
Book value per share* (Bt.)	47.75	47.76	63.01	63.02	87.47	87.48	94.84	94.85

* Excluding minority interest.

Note: On March 26, 2003, SCC's shareholders meeting resolved on a change in the par value from Bt. 10 to Bt. 1 per share. Hence, to be easily comparing, the numbers shown in above table are calculated based on par value of one baht per share

Information about the Offeror's financial statements is available on the SEC's website at www.sec.or.th or the SET's website at www.set.or.th.

(6) Material contingent liabilities

As of June 30, 2004, the Offeror and its subsidiaries have

- a. contingent liabilities arising from letters of guarantee issued by
 - the Offeror and its subsidiaries against loan repayments by their affiliates Bt. 10,898 million
 - banks to government agencies Bt. 1,006 million
- b. letters of credit already opened but not yet counted as liabilities Bt. 199 million
- c. obligations under raw material supply agreements Bt. 3,186 million

(7) Criminal offense records

- None -

(8) Pending legal disputes

- None -

2. Details of the Tender Offer Preparer

Name: IFCT Advisory Co., Ltd.
Address: 1770 New Petchburi Road, Bang Kapi, Huai Khwang, Bangkok 10320
Tel: 0-2652-8474
Fax: 0-2254-8083

3. Details of other advisor

Name: Cementhai Legal Counsel Limited
Status: Legal advisor
Address: 1 Siam Cement Road, Bangsue, Bangkok 10800
Tel: 0-2586-3493
Fax: 0-2586-2976-7

4. Relationship between the Offeror and the Company, major shareholders or directors of the Company

4.1 Summary of contracts/agreements/memorandum of understanding made by the Offeror prior to submission of the tender offer for the purpose of buying and selling the Company's securities, irrespective of whether such contracts/agreements/memorandum of understanding were entered into for the purpose of buying and selling the securities under the tender offer

(1) Contract/Agreement/Memorandum of Understanding made between

- None -

(2) Execution date of the Agreement

- None -

(3) Securities involved

- None -

(4) Advisor to the Agreement

- None -

(5) Terms and conditions of the Agreement and liability of the parties

- None -

4.2 Shareholding, whether directly or indirectly, by the Offeror or its authorized person in the Company or the Company's major shareholder/s

Prior to the making of this tender offer, the Offeror directly held and still holds 77,400,380 NPC's shares, representing 24.97% of NPC's total issued capital. A person in the same group of the Offeror, i.e. TPC, directly held and still holds 7,749,920 NPC's shares, representing 2.5% of NPC's total issued capital, making up a total of 85,150,300 shares, representing 27.47% of NPC's total issued capital.

4.3 Shareholding, whether directly or indirectly, by the Company or its major shareholder/s or director/s in the Offeror

Name	Shareholding in the Offeror	
	No. of shares	As % of total shares
1. NPC's major shareholders		
1.1 State Street Bank and Trust Company	24,121,615	2.01

Name	Shareholding in the Offeror	
	No. of shares	As % of total shares
1.2 Nortrust Nominees Ltd.	10,401,762	0.87
1.3 HSBC (Singapore) Nominees Pte. Ltd.	26,756,794	2.23
1.4 The Bank of New York (Nominees) Limited	8,204,941	0.68
2. NPC's Directors		
2.1 Mr. Pachaya Pinyawat	10,000	0.0008
2.2 Mr. Yos Euarchukiati	50,000	0.0042
2.3 Mr. Apiporn Pasawat	71,000	0.0059
Total	69,616,112	5.80

4.4 Other forms of relationships

(1) Directorship At present, the Offeror and NPC have one common directors, namely Mr. Yos Euarchukiati who are Chairman of a Board of Directors of NPC. In addition, the Offeror has a representative sit on NPC Board of Directors, namely Mr. Apiporn Pasawat.

(2) Connected transactions The cross business transactions connected with the Company and its subsidiaries performed in 2003 and the first haft (January-June) of 2004 amounted to Bt. 5,083 million and Bt. 2,968 million respectively. Those transactions mostly involved usual sales of goods or raw materials at market prices and in normal courses of business.

(3) Joint business operations or joint ventures in other companies

	% shareholding by the Offeror and its subsidiaries	% shareholding by the Company and its subsidiaries
1. Thai Olefins Plc.	9.34	1.03
2. Eastern Fluid Transport Co., Ltd.	15.00	15.00

5. Other relevant information for the securities holders' decision making

5.1 Securities held by the Offeror

5.1.1 Shares

Name	Type of shares	No. of shares	As % of total issued shares	As % of total voting rights
I. Offeror SCC	Ordinary shares	77,400,380	24.97	24.97
II. Persons in the same group as the Offeror Bureau of the Crown Property Group and CPB Equity Co., Ltd.	-	-	-	-
III. Persons under Section 258 of the persons specified in I and II TPC Plc.	Ordinary shares	7,749,920	2.50	2.50
IV. Other agreements for additional share acquisition by persons specified in I-III	-	-	-	-
Total		85,150,300	27.47	27.47

5.1.2 Convertible securities

- None

5.2 Sources of funds for business acquisition by the Offeror

The total amount of tender offer is Bt. 17,448,336,720. However, the Offeror has received a letter no. 52000/51 dated on August 18, 2004 from PTT Plc., as a major shareholder of the company, informing of no intention to sell their NPC's share, accounting for 117,780,000 shares or 37.99% of total issued of the company. As a result, the total amount of tender offer will be Bt. 8,308,608,720, which will be financed partly by the Offeror's working capital and partly by borrowings from financial institutions which will make available Bt. 8.5 billion to meet such funding need of the Offeror. Those financial institutions have issued a letter confirming their funding support for the Offeror (Appendix 1) to accomplish the tender offer as planned.

However, if the Offeror have to purchase NPC's securities held by PTT, the Offeror still has enough funds for the tender offer which will be financed by financial institutions in form of additional borrowing.

IFCT Advisory, in the capacity as the Tender Offer Preparer, has reviewed the Offeror's sources of funds and considers that the Offeror has sufficient funds to conduct and complete this tender offer.

5.3 Share sale plan

Under the current circumstance and price, the Offeror has no intention to either sell or transfer a significant amount of NPC shares within one year from the end of the tender offer period, except for the case that the Offeror is obliged to comply with any legal and regulatory requirements then in force. Moreover, in the case that the Offeror has to undergo a business restructure or corporate reorganization in the future, this may necessitate sales of NPC shares to any member company of the Offeror group or any other person as deemed fit.

5.4 Other essential information

- None

Part 3

Details of the Company

1. Company profile

1.1 Brief description of business

National Petrochemical Plc. ("NPC" or "the Company") was founded on February 23, 1984. It has a current registered and paid-up capital of Bt. 3.1 billion, divided into 310 million shares with a par value of Bt. 10 per share. NPC's main business is to manufacture and distribute ethylene and propylene or both known as "olefins" which are raw materials for the production of plastic pellets. NPC's other business is to produce and distribute power, steam and water used in industries and other public utilities. It also manufactures and distributes the olefin by-products, which are hydrogen and mix C4 as well as provides port services and warehouses for petrochemical products. Its other activities include training and advisory services such as fire fighting training, safety management and fire prevention, and advisory service on management system of international standards.

NPC has over 20 years expertise in the olefins industry. In 2003, its total production capacity of olefins was 564,000-610,800 tons/year. It has one olefins plant in Map Ta Phut Industrial Estate in Rayong province. Its main revenue is from the olefins business, accounting for 76% of the total revenues. NPC has entered into long-term olefins supply contracts with four local companies engaged in the downstream petrochemical industries. These companies are in the group of NPC's shareholders. The contracts are in the form of minimum contract quantity, for ethylene of 54% and propylene of 84% of the production volume in 2003. The contract price of ethylene is based partly on the price of high density polyethylene (HDPE) and partly on the ethylene price in the world market, while the price of propylene is based on the prices in three large markets, namely the U.S.A., Europe, and South-East Asia. The portion remaining from those contracts is sold in the form of spot transactions at the price based on the South-East Asian market. For supply of its raw materials, namely ethane, propane, and LPG, NPC has entered into a long-term contract with PTT Plc., its major shareholder, under which the price of ethane is set to vary with HDPE price and the prices of propane and LPG will vary with the price of polypropylene (PP).

Under its project to diversify into forward linkage industries, NPC has constructed an HDPE plant with a production capacity of 250,000 tons/year, expected to commence commercial production in August 2004. This project will help increase value to the Company's ethylene products instead of selling them in the spot market and boost its profitability since the

project will coincide with the upward cycle of petrochemical industry which is expected around 2004-2005.

NPC's customers comprise:

- Downstream petrochemical producers in the petrochemical industry project phase 1, which are also the Company's shareholders, and those in the petrochemical industry project phase 2 ;
- Other customers in Map Ta Phut Industrial Estate

Company	Ethylene	Propylene	Related services
- Downstream petrochemical producers	✓	✓	✓
- Other customers in Map Ta Phut	-	-	✓

1.2 Financial position and operational performance

(Bt. million)

	2001 (audited)		2002 (audited)		2003 (audited)		H1/2004 (reviewed)	
	Company	Consolidated	Company	Consolidated	Company	Consolidated	Company	Consolidated
Total assets	22,889	25,680	23,821	26,406	25,264	27,770	25,414	27,998
Total liabilities	5,488	7,102	6,047	7,328	5,656	6,716	5,611	6,703
Shareholders' equity	17,401	17,401	17,774	17,774	19,608	19,608	19,803	19,803
Shareholders' equity and minority interest	17,401	18,578	17,774	19,078	19,608	21,054	19,803	21,295
Registered capital	3,100	3,100	3,100	3,100	3,100	3,100	3,100	3,100
Paid-up capital	3,100	3,100	3,100	3,100	3,100	3,100	3,100	3,100
Total revenues	13,071	13,781	12,142	12,865	14,867	15,604	9,398	9,792
Total expenses	11,503	12,095	10,673	11,226	12,238	12,754	7,368	7,613
Net profit	1,323	1,323	1,375	1,375	2,317	2,317	1,688	1,688
Earnings per share (Bt.)	4.27	4.27	4.43	4.43	7.47	7.47	5.44	5.44
Dividend per share (Bt.)	3	3	3	3	5	5	-	-
Book value per share * (Bt.)	56.13	56.13	57.34	57.34	63.25	63.25	63.88	63.88

* Excluding minority interest.

The information about NPC's financial statements and consolidated financial statements is available on the website of the SEC (www.sec.or.th) or the SET (www.set.or.th).

1.3 Shareholder structure

- (1) NPC's top ten major shareholders as shown in its latest register of shareholders as of August 16, 2004

	Name	Shareholding before the tender offer		
		No. of shares	As % of the total issued share capital	As % of the total voting rights
1.	PTT Plc.	117,780,000	37.99	37.99
2.	The Siam Cement Plc.	77,400,380	24.97	24.97
3.	HMC Polymers Co., Ltd.	20,373,860	6.57	6.57
4.	Thai Plastic and Chemicals Plc.	7,749,920	2.50	2.50
5.	State Street Bank and Trust Company	6,476,976	2.09	2.09
6.	Nortrust Nominees Ltd.	5,807,500	1.87	1.87
7.	HSBC (Singapore) Nominees Pte. Ltd.	5,083,716	1.64	1.64
8.	The Bank of New York Nominees Ltd.	2,993,100	0.97	0.97
9.	National Finance Plc.	2,070,000	0.67	0.67
10.	Gerlach & Co-Dimensional Emerging Markets Value Fund Inc.	2,010,600	0.65	0.65
	Total	247,746,052	79.92	79.92

- (2) Expected shareholder structure following the completion of the tender offer

Assuming that the tendered shares are in an equal amount to the shares offered to purchase, the shareholder structure will be as follows:

	Name	Shareholding after the tender offer		
		No. of shares	As % of the total issued share capital	As % of the total voting rights
1.	The Siam Cement Plc.	184,470,080	59.51	59.51
2.	PTT Plc.	117,780,000	37.99	37.99
3.	Thai Plastic and Chemicals Plc.	7,749,920	2.50	2.50
	Total	310,000,000	100.00	100.00

1.4 Board of Directors as shown in the affidavit certified by the Ministry of Commerce dated July 27, 2004 before the submission of the tender offer and expected list of directors after the completion of the tender offer

(a) Before the tender offer

No.	Name	Title
1.	Mr. Manu Leopaiprote	Chairman of the Board of Directors
2.	Mr. Prasert Bunsumpun	First Vice Chairman
3.	Mr. Dhep Vongvanich	Second Vice Chairman
4.	Mr. Pornchai Rujjirapa	Director
5.	Mr. Prachaya Pinyawat	Director
6.	Mr. Yos Euarchukiati	Director
7.	Mr. Apiporn Pasawat	Director
8.	Mr. Pichit Nitiwasin	Director
9.	Khunying Thongthip Ratanarat	Independent Director
10.	Mr. Prawit Ninsuvannakul	Director & Chairman of the Audit Committee
11.	Mr. Sommai Kowkachaporn	Director & Audit Committee Member
12.	Mr. Pongsak Chiewcharat	Director & Audit Committee Member
13.	Mr. Wiroj Mawijak	Managing Director and Board Secretary

Notes:- Director no. 7 is a representative of the Offeror.

- Directors no. 9 – 12 are directors qualified for independence.
- Mrs. Walaiporn Busapawet is the Company's Secretary.

(b) After completion of the tender offer

At present, the Offeror does not have any policy to send an additional representative to be a Director of the Company after completion of the tender offer. However, there may be some changes in the board members as deemed appropriate. In making any such changes, the Offeror will comply with the Company's Articles of Association.

1.5 The highest and the lowest prices of NPC shares in each quarter over the past three years

Year	Quarter	Highest and lowest price (Bt./share)	
		Lowest	Highest
2001	Jul. – Sep.	28	40.25
	Oct.-Dec.	29.75	34.5
2002	Jan.-Mar.	32.5	54
	Apr.-Jun.	45.25	60
	Jul.-Sep.	45.25	51
	Oct.-Dec.	44.75	49.75
2003	Jan.-Mar.	46	53.5
	Apr.-Jun.	50	65
	Jul.-Sep.	61	77
	Oct.-Dec.	71.5	150
2004	Jan.-Mar.	89	142
	Apr.-Jun.	77.5	108
	Jul.-Aug. 16	88	119

2. Business plan after the business takeover

2.1 Company status

Within one year, The Offeror has no intention to delist NPC shares from the SET.

2.2 Business policies and plans

The Offeror intends to continue NPC business as usual. The Offeror does not have any intention to make material changes to the business policies or plans within one year from the end of the tender offer period, either in terms of the business objectives, organization structure, financial structure, disposal of core assets of NPC or its subsidiaries, and dividend payment, unless such changes are made to be consistent with the business condition and financial position of the Company. Additionally, most products of the company are purchased under a long-term purchase contract with other parties. The contracts are in form of a minimum contract quantity, and the contract price depends on the world market price to ensure the business continuity

At present, the company's total production capacity of olefins is 564,000-610,800 tons/year, which is divided into 437,000 tons/year of ethylene and 127,000-173,800 tons/year of propylene (depending on material selection). One of the Offeror's subsidiaries has a long-term supply contract with the company in a total number of 185,180 tons/year, divided into 176,000 tons/year of ethylene and 9,180 tons/year of propylene which the price is based on the world market price. This contract, which is in the form of Take or Pay, is expired in the year of 2016 (in case of the buyer can not purchase products in the same amount and within the period stated in the contract, the buyer is subject to pay the differences in the amount that can not purchase to the seller).

In the mean time, Rayong Olefins Co., Ltd., ("ROC") the Offeror's subsidiary, operates in the same business as the company. The Offeror directly and indirectly holds 43 and 63 percent of total shares of ROC respectively. ROC's total production capacity of olefins is 1,200,000 tons/year, divided into 800,000 tons/year of ethylene and 400,000 tons/year of propylene. ROC has a long-term supply contract of Olefins with the company in the same group which is one of the Offeror's subsidiaries in a total number of 679,000 tons/year, divided into 466,000 tons/year of ethylene and 212,500 tons/year of propylene which the price is based on the price in the world market. The total remaining of 334,000 tons of ethylene and 187,000 tons of propylene are purchased under a long-term supply contract to customers who are shareholder of Rayong Olefins.

The Tender Offeror has attached great importance to compliance with the corporate governance principles and best practices of the board of directors of listed companies according to the guidelines of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. This conforms to the good corporate governance of SCC Group, namely fair treatment to all parties concerned and formulation of operational guidelines of the board of directors so that the organization will attain the objectives as targeted with efficiency and fairness. Therefore, the Tender Offeror is obliged to take care

of benefits of the minor shareholders and assure fairness of all parties concerned. The Tender Offeror has no policy to intervene in the company's operation to give improper benefits to Rayong Olefins Co., Ltd. which leads the company to lose benefit in an unfair manner in the future. At the same time, the company appointed the independent directors and audit committee members to look after benefits and fairness of the minor shareholders and stakeholders pursuant to the corporate governance principles and the Securities and Exchange Act B.E. 2535

2.3 Connected transactions

At present, the Offeror and its subsidiaries and related companies have four common directors with NPC. They also performed connected transactions with NPC in 2003 and the first six months (January – June) of 2004 in the amount of Bt. 5,083 million and Bt. 2,968 million respectively. Those transactions mainly involved supply of goods or raw materials in the normal courses of business. The prices under those transactions were determined based on the normal prices offered by NPC to other companies, which are not its related companies. In 2004, the amount of the connected transactions between the Offeror and the Company is expected to be higher than that in 2003, depending on the market and business conditions. The minimum purchase quantity of ethylene and propylene from the company are 176,000 and 9,180 tons per year, respectively as stated in a long-term purchase contract of Olefins. If the Offeror and the Company engage in any future transactions that are regarded as connected transactions and must conform to the SET's rules and regulations, the Offeror will comply with such rules and regulations accordingly

Part 4**Additional Information about the Tender Offer****1. Tender Offer Acceptance Procedures**

To accept the tender offer, an Offeree shall comply with the following:

- 1.1 Complete and sign, correctly and clearly, the “National Petrochemical Public Company Limited Tender Offer Acceptance Form” enclosed in Appendix A.2 for ordinary shares and Appendix C.2 for NVDR.
- 1.2 Enclose the following documents:
 - (1) **If shares are held in certificate form**, the share certificate(s) duly endorsed in the column “signature of the transferor” on the back of each share certificate and the duly signed documents indicated in Clause 1.2 (3) or 1.2 (4) below.
 - (2) **If shares are held in scripless form** (i.e. shares deposited with Thailand Securities Depository Co., Ltd. (**TSD**)), the Offeree must enclose a transfer instruction for the transfer of scripless shares tendered into the following accounts of the Tender Offer Agent:
 - **For a Thai shareholder**
“บริษัทหลักทรัพย์ กิมเอ็ง (ประเทศไทย) จำกัด (มหาชน) เพื่อเทนเดอร์ออฟเฟอร์”
Account no. 200-010001-4
 - **For a foreign shareholder and a holder of NVDR**
“Kim Eng Securities (Thailand) Plc. for Tender Offer”
Account no. 200-910001-1
 - (3) **Where the Offeree is an individual**, the documents required are as follows:
 - **For a Thai individual**, a certified copy of the Identification Card, Civil Servant Identification Card or State Enterprise Employee Card; in case of the Civil Servant Identification Card or State Enterprise Employee Card, a certified copy of his/her house registration is also required.
 - **For a foreign individual**, a certified copy of his/her Alien Certificate or passport.
 - (4) **Where the Offeree is a juristic person**, the documents required are as follows:
 - **For a Thai juristic person**, a copy of the certificate of incorporation issued by the Ministry of Commerce not more than one year prior to the last date of the tender offer period, certified by authorized signatory(ies) of the juristic person and affixed with a company seal (if any) together with a certified

copy of each of the documents of the authorized signatory(ies) as indicated in Clause 1.2 (3).

- **For a foreign juristic person**, a copy of the certificate of incorporation and the affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person resides, which certifies the name of the juristic person, the authorized person(s) of the juristic person, head office location and any condition on the power of such authorized person(s) (issued not more than one year prior to the last date of the tender offer period); all of such documents must be certified by the authorized signatory(ies) of the juristic person; **and a certified copy of each of the documents of the authorized person(s) as indicated in Clause 1.2 (3)**; all of the foregoing documents must be certified by the notary public or any other authorized agency in the country where the documents were prepared and then authenticated by an official of the Thai Embassy or of the Thai Consulate in the country where the documents were prepared.
- (5) **Where the Offeree is a juristic person not operating business in Thailand**
The Offeree is required to declare the acquisition cost of its shares for withholding tax purposes by completing and submitting a **“Confirmation of Securities Cost Form”** as in Appendix A.3 for ordinary shares and Appendix C.3 for NVDR, together with evidence demonstrating the said cost. If the Offeree fails to declare the cost and to submit proper evidence, the Tender Offer Agent will calculate and deduct the withholding tax based on the entire proceeds from the sale of the shares receivable by the Offeree.
- (6) **Where the Offeree is represented by an authorized person**, the power of attorney appointing the authorized representative affixed with a Bt. 10 duty stamp and a certified copy of each of the documents indicated in Clause 1.2 (3) or 1.2 (4) of the Offeree and the authorized representative.

Should there be any questions regarding the tender offer acceptance procedure, please contact:

<p>Ms. Supa Montripiyaporn or Mr. Ratachai Teratanavat Kim Eng Securities (Thailand) Plc. 540 Mercury Tower, 10th Floor, Phloenchit Road, Lumpini, Pathumwan Bangkok 10330 Tel. 0-2658-6300 Ext. 1714, 1770 Fax. 0-2658-6862</p>
--

- 1.3 Submit the Tender Offer Acceptance Form

(1) Shares held in certificate form

The Offeree shall submit the completed Tender Offer Acceptance Form together with the required supporting documents to:

Ms. Supa Montripiriyaporn or Mr. Ratachai Teratanavat
 Kim Eng Securities (Thailand) Plc.
 540 Mercury Tower, 10th Floor, Phloenchit Road, Lumpini, Pathumwan
 Bangkok 10330
 Tel. 0-2658-6300 Ext. 1714, 1770
 Fax. 0-2658-6862

(The Tender Offer Agent will not accept any documents in connection with this tender offer that are submitted by mail.)

(2) Scripless shares

If shares are held in scripless form, the Offeree shall submit the Tender Offer Acceptance Form and the required supporting documents to his/her brokerage company which will collect the Tender Offer Acceptance Form and the required supporting documents and submit them to the Tender Offer Agent.

(3) NVDR

In case of NVDR, the Offeree shall comply with the procedures of tender offer acceptance for NVDR as per Appendix C.1 of Thai NVDR Co., Ltd.

Note: All NVDR holders should submit the Tender Offer Acceptance Form on September 24, 2004 (two business days prior to the last date of the tender offer period) because Tender Offer Agent require time on the last date of the tender offer period to transfer shares and NVDR to Thai NVDR Co., Ltd.

2. Procedure for the purchase of securities

All tendered shares will be purchased under this tender offer.

3. Settlement method

Kim Eng Securities (Thailand) Plc., the Tender Offer Agent, will make payment to the Offerees on **the third business day after the last date of the tender offer period**, which will fall on October 1, 2004. The Offerees can choose the method of receiving payment as specified in the Tender Offer Acceptance Form as follows:

3.1 Automatic transfer through the Siam Commercial Bank Plc. (SCB)

The account must be a savings or current account opened with SCB only. The name of the account holder must be the same as that of the Offeree stated in the

Tender Offer Acceptance Form. The remitted amount will be available in the account from 9.00 a.m. on October 1, 2004.

However, in case of transfer to a current account, the transaction will not be recorded until the next business day, even though the remitted amount will be available in the account on October 1, 2004.

For convenience, it is recommended that the Offerees choose to receive payment by automatic transfer through SCB, which is free of a transfer fee or any other service charge. If the Offerees prefer to receive a bank check, the payment will be made by check issued by SCB, Wireless Road Branch. In this case, an around 15-day clearing period is normally required for the Offerees residing outside Bangkok.

If the Offerees choose to receive payment by automatic transfer through SCB, the Offerees must provide either a certified copy of the first page of their savings deposit passbook, which shows the account name, and account number or a certified copy of the current account statement.

3.2 Check

3.2.1 Collection of check in person

The Offerees or their authorized representative can collect the check at Kim Eng Securities (Thailand) Plc. at the address specified in Clause 1.3 from October 1, 2004 onwards from 9:00 a.m. to 4:30 p.m. If the Offerees or their authorized representative fails to collect the check by October 21, 2004 (*14 business days after the payment date*), the Tender Offer Agent will send the check to them via registered mail to the address specified in the Tender Offer Acceptance Form.

3.2.2 Delivery of check by registered mail to the address specified in the Tender Offer Acceptance Form

If the Offerees choose to receive payment by check delivered via registered mail, the Tender Offer Agent will send the check by registered mail to the address specified in the Tender Offer Acceptance Form on the third business day after the last date of the tender offer period.

Note: In case of share certificate, the Tender Offer Agent will make payment to the Offerees on condition that the share certificate has been verified and accepted for deposit by TSD. Upon rejection by TSD, the payment will not be made and the Offerees will be notified to collect the share certificate from the Tender Offer Agent as soon as possible.

4. Rights of securities holders who have expressed their intention to tender their securities before the end of the tender offer period

The Offeror, through the Tender Offer Agent, will make payment to the Offerees for all securities tendered **on the third business day following the last date of the tender offer period**, which will fall on October 1, 2004 in accordance with the payment method selected by the Offerees as described in Clause 3 above.

If any event occurs which results in a reduction of the tender offer price as described in Clause 8 of Part 1, the Offeror will make payment at a lower price to the Offerees who have tendered their securities in accordance with the offer price so reduced, except for the securities the Offerees have irrevocably tendered before the date the Offeror announces the change to the tender offer. The Offeror will in the latter case make payment for such securities at the original tender offer price specified before the change is made.

5. Conditions for cancellation of the intention to tender

5.1 The last day for cancellation of the intention to sell

The Offerees who have tendered their securities in the tender offer can cancel the intention to tender the securities during the hours of 9.00 a.m. to 4.30 p.m. on any business day during August 25, 2004 - September 21, 2004.

5.2 Cancellation procedure

5.2.1 Complete and sign, correctly and clearly, the "Tender Offer Acceptance Cancellation Form" as enclosed in **Appendix B.2**.

5.2.2 Enclose the following documents

(1) Evidence of receipt of share certificate/certificate of share transfer through TSD and the Tender Offer Acceptance Form.

(2) **Where the Offerees wishing to cancel are an individual**, the documents required are as follows:

- **For a Thai individual**, a certified copy of his/her Identification Card, Civil Servant Identification Card or State Enterprise Employee Card; in case of the Civil Servant Identification Card or State Enterprise Employee Card, a certified copy of his/her house registration is also required.
- **For a foreign individual**, a certified copy of his/her Alien Certificate or passport.

(3) **Where the Offerees wishing to cancel are a juristic person**, the documents required are as follows:

- **For a Thai juristic person**, a copy of the certificate of incorporation issued by the Ministry of Commerce not more than one year prior to

the last date of the tender offer period certified by authorized signatory(ies) of the juristic person and affixed with a company seal (if any) together with a certified copy of each of the documents of the authorized signatory(ies) specified in Clause 5.2.2 (2).

- **For a foreign juristic person**, a copy of the certificate of incorporation and the affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person resides, which certifies the name of the juristic person, the authorized person(s), head office location and any condition on the power of such authorized person(s) (issued not more than one year prior to the last date of the tender offer period); all of such documents must be certified by the authorized signatory(ies) of the juristic person; and a certified copy of each of the documents as set out in Clause 5.2.2 (2) of the authorized person(s); all of the foregoing documents must be certified by the notary public or any other authorized agency in the country where the documents were prepared and then authenticated by an official of the Thai Embassy or of the Thai Consulate in the country where the documents were prepared.

- (4) **Where the Offerees are represented by an authorized person**, the documents required are the power of attorney appointing the authorized representative affixed with a Bt. 10 duty stamp and a certified copy of each of the documents set out in Clause 5.2.2 (2) or 5.2.2 (3) of the Offerees and the authorized representative.

- 5.2.3 Submit the completed Tender Offer Acceptance Cancellation Form together with the required supporting documents specified in Clause 5.2.2 to:

Ms. Supa Montripiriyaporn or Mr. Ratachai Teratanavat Kim Eng Securities (Thailand) Plc. 540 Mercury Tower, 10 th Floor, Phloenchit Road, Lumphini, Pathumwan, Bangkok 10330 Tel. 0-2658-6300 Ext. 1714, 1770 Fax. 0-2658-6862

5.2.4 After receipt and verification of a complete Tender Offer Acceptance Cancellation Form and the required supporting documents set out in Clause 5.2.2, the Tender Offer Agent will proceed as follows:

- **Share certificate:** The Offerees making the cancellation must complete and sign the Tender Offer Acceptance Cancellation Form and submit it together with the required supporting documents set out in Clause 5.2.2. The Tender Offer Agent will return the share certificate to the Offerees making the cancellation or their authorized representative on the business day following the date of submission of the Tender Offer Acceptance Cancellation Form.
- **Scripless (for transferring shares to the Offerees' portfolio at their brokerage company):** The Tender Offer Agent will transfer the shares through TSD to the account as specified in the Tender Offer Acceptance Cancellation Form on the business day following the date of the submission of the Tender Offer Acceptance Cancellation Form. There is a transfer fee of Bt. 20 per transaction.

Note: The Offerees making the cancellation will receive shares only in the form in which such shares have been tendered and cannot request a change in the form of shares.

6. Determination of the Offer Price

6.1 Basis of price determination

Since, the Offeror and the persons under Section 258 have not acquired NPC's securities during a 90-day period before submission of the tender offer to the SEC, the offer price of Bt. 77.60 per share is determined on the basis of "The cost of acquisition of takeover power through other juristic person (TPC)". The calculation of the offer price is calculated by financial advisor in accordance with the Notification of the Securities and Exchange Commission. However, the calculation does not present the real value or the market price of the security.

Note: The cost of acquisition of takeover power through other juristic person (TPC) is calculated from the total investment that the Offeror has acquired TPC's securities which is equal to 3,938 million baht or accounting for 25 percent of the total issued shares of TPC. Afterwards, multiplied 3,938 by 3.82 percent, which is investment ratio of TPC in NPC to total asset of TPC. Therefore, the cost of acquisition of NPC is calculated from 150 million baht, divided by 25 percent of NPC's securities held by TPC, which are 1.94 million shares. As a result, the cost of acquisition of NPC is equal to 77.60 baht per share.

6.2 The highest price derived by the Offeror or the persons under Section 258 during a 90-day period before submission of the tender offer to the SEC

- None -

7. Acquisition of Shares before Submission of the Tender Offer (only in case of partial tender offer under Chapter 5 of the SEC's Notification No. KorJor. 53/2545)

- None

Part 5

Certification of the Information

We hereby certify that

- (1) We have the intention to conduct this tender offer.
- (2) The offer price in this tender offer is in accordance with the provision of the SEC's Notification No. KorJor. 53/2545
- (3) We intend to comply with the plan, which we have specified in this tender offer.
- (4) The information contained in this tender offer is correct and accurate and there is no information contained herein that may lead other persons to misunderstanding in any material respect and no concealment is made of any material information.

The Siam Cement Public Company Limited

Signed - *Mr.KarnTrakulhoon* -

(Mr.Karn Trakulhoon)

The Offeror

We, as the preparer of this tender offer, have complied with the requirements set out in the Notification of the SEC re: approval for financial advisors and a scope of work, and hereby certify that:

- (1) we have reviewed and consider that the information on the Offeror disclosed in the tender offer is accurate and complete, and there is no information that may lead other persons to misunderstanding in any material respect and no concealment is made of any material information;
- (2) we have reviewed the financial evidence and consider that the Offeror can fulfil the obligations under the tender offer;
- (3) we have reviewed the business policy and plan of the Company as stated in Clause 2 of Part 3 regarding details of the Company and consider that:
 - (a) the Offeror can implement the policy and plan of business operation;
 - (b) the assumptions for formulating the policy and plan of business operation have been prepared on a reasonable basis; and
 - (c) the effects that may be posed on the Company and the risks that may be posed on the Company or the securities holders have been clearly and adequately explained;
- (4) we have examined the information and evidence on the acquisition of the Company's securities by the Offeror and/or persons prescribed under Section 258 during the 90 days before the date of submission of the tender offer and the offer price, and consider that the offer price conforms to the provision under the SEC's Notification No. KorJor. 53/2545; and
- (5) we have carefully and prudently reviewed the completeness and accuracy of the information contained in this tender offer and view that the information is complete and correct and that there is no information contained herein that may lead other persons to misunderstanding in material aspects and no concealment is made of any material information.

IFCT Advisory Co., Ltd.

Signed *..Kraithip.Krairiksh-*

(Mr. Kraithip Krairiksh)

Director

Signed *...Nisaporn.Leakarlam...*

(Mrs. Nisaporn Leakarlam)

Director

Tender Offer Preparer