

รายงานประจำปี

บริษัท บ้านร็อคการ์เด้น จำกัด (มหาชน)

2016

ANNUAL REPORT

BAAN ROCK GARDEN
PUBLIC COMPANY LIMITED



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General Information

Company Name	:	Baan Rock Garden Public Company Limited ("BROCK" or "The Company")
Type of Business	:	Real estate development, particularly townhouses, single detached houses and commercial buildings for sales
Head Office	:	601 Soi Ramkhamhaeng 39, Pracha-utit Rd. Wang Thonglang, Wang Thonglang, Bangkok 10310
Registration Number	:	PCL – 0107548000200
Homepage	:	http://www.rockgarden.co.th
Telephone	:	662-934-7000
Fax	:	662-934-7186

Other References

<u>The Securities Underwriter</u>	:	Thailand Securities Depository Company Limited The Stock Exchange of Thailand (Near The Chinese Embassy) 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand
Homepage	:	http://www.set.or.th/tsd
Telephone	:	662-009-9378 - 9389
Fax	:	662-009-9476
<u>The Auditor</u>	:	Ms.Wanraya Puttasatien Certified Public Accountant (Thailand) No. 4387 CWWP Company Limited 128/180-181 Phayatai Plaza Building, 17 th Floor, Phayatai Road, Thungphayatai, Ratchatavee, Bangkok 10400 Thailand
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Message from the Board of Directors

Due to the global economic situation, year 2016 was not the year for investment. The Chinese Yuan depreciation and Brexit brought about a global financial fluctuation. The U.S. economy gradually improved as a result of an expanding private sector consumption, as seen from the growing retail rate in almost all product categories. Similarly, the labor market continuously improved. As for the European region, the overall economy was under a recovery in line with an improved production sector and a rising domestic demand. The financial situation and consumer confidence index were positively developed, since the concern of Brexit's impact on future employment and economy were relieved. Likewise, the Japanese economy improved resulting from the economic stimulus of the governmental sector. The improvement originated in the production sector and reflected procurements in the industrial sector. However, Japanese exports still shrank, especially export to China. The Chinese economy expanded with slightly slower acceleration due to low consumption growth as reflected in the decelerated growth of retail sales. Overall investment expanded mildly thanks to investment in the real estate sector which was stimulated by the demand stimulus measure. In the industrial sector, the production and export sectors stabilized. The global economy in 2017 is expected to improve, but under an uncertain direction, due to the policy of the new U.S. leader and Brexit event. Moreover, more than half of European countries will have elections in this year.

In 2016, the Thai economy was under recovery. The tourism sector continuously expanded, even with the impact from the unrest in the southern provinces and suppression of illegal tours. Private consumption improved in line with the income of farmers and the short-term stimulus plan of the government. The exports of some industrial fields expanded, but owing to temporary factors. As economic activities were under recovery, the majority of entrepreneurs held back on expanding their investment. Most of them waited for a full recovery in domestic and international market demand. Only some businesses steadily invested in their production, such as telecommunications, renewable energy, trade and logistics. Government expenditure was the main driving factor of the national economy. However, the growth of the real estate sector slowed down in all regions after the end of the economic stimulus in the beginning of the year.

In 2016, the growth of the real estate market slowed down in spite of the economic stimulus of the government in the beginning of the year. Consumers were burdened by high household debt. Hence, financial institutions took caution in credit/loan provisions. As a result, the purchasing power in the market was limited. The majority of entrepreneurs still had remaining stock for sale, and therefore postponed the launch of new projects. Real estate entrepreneurs simply focused on sales promotions under marketing plans designed according to the remaining government stimulus. For example a first house with a price not exceeding 3 million baht which was purchased and transferred within year 2016 could be used for personal income tax deduction, which included homes priced under 1.5 million baht that were sold under the Pracharat Residence Project. Major entrepreneurs emphasized horizontal growth in the housing market, focusing on the target groups with purchasing power while medium and small entrepreneurs still faced challenges since credit applications of medium and small purchasers were mostly rejected.

Under the economic recession, household debt remained high. House credit provisions by financial institutions were controlled under strict conditions. Even with the short-term stimulus of the government, residence oversupply forced entrepreneurs to adjust their marketing and sales strategy. They required additional sales channels, good timing and adequate periods of time to properly reach the target groups. As a result, the Company has been determined to develop modern and technically-creative residences equipped with quality technology to attain high standards and respond to customer demand. The Company is focused on maintaining a same profit level as last year's and developing human resources to create effective personnel for the Company's operations with respect to the current competition in the market. In 2017, the Company will continue to follow the operation plan and find additional marketing and sales channels. The Company will also be cautious to ensure that the offered residences and services fulfill customer demands in order to enhance the good image of the Company.

Lastly, on behalf of Baan Rock Garden Public Company Limited, the Directors and Executives would like to express gratitude to all shareholders, customers, trade partners, employees, financial institutions and all involved persons for your good support. The Company shall operate the business in accordance with good governance for the utmost benefits of all involved persons.



(Mr. Virat Chinprapinporn)

Chairman of the Board

Baan Rock Garden Public Company Limited

Report of the Chairman of the Audit Committee

To Shareholders

At the Annual General Meeting of the Shareholders on 4 April 2016, Have Independent directors and Audit Committee one person, namely, Mr. Preecha Jenthanavijit, who was the member of the Independent directors and Audit Committee retired by rotation. The Annual General Meeting passed the resolution to re-elect him as the independent directors and Audit Committee. And the Meeting passed the resolution to re-elect all 3 directors to serve as the independent directors and Audit Committee for another term. Hence, the Independent directors and Audit Committee comprises 3 members, this is a fully qualified and expertise and experiences in organization management, laws and accounting, namely:-

- | | |
|------------------------------|--|
| 1. Mr. Surapol Satimanont | Director / Independent and Chairman of Audit Committee |
| 2. Mr. Wanchai Mekasut | Director / Independent and Audit Committee |
| 3. Mr. Preecha Jenthanavijit | Director / Independent and Audit Committee |

The Independent directors and Audit Committee of three persons are not the Company's management or employees and have qualifications as specified by securities and SET laws. Mr. Phisitsak Premprichayan is the Department Head of Corporate Accounting, is the Secretary to the Audit Committee.

In 2016, the Audit Committee held 4 meetings to carry out duties and responsibilities in compliance with regulations of the Stock Exchange of Thailand and as assigned by the Board of Directors of the Company. The Audit Committee supervised business operation in line with specified scopes and goals as the following summaries.

1. Reviewed and examined transactions that may result in conflict of interest to ensure that the undertaking of such transactions were transparent and complied with policy and procedures on inter-company transactions.
2. Reviewed appropriateness of internal control system and reported internal audit result monitoring by inviting independent internal auditors and related management departments for explanation in order to make them realize about importance of internal control system.
3. Reviewed internal audit plan and operating results of independent internal auditors to enhance efficiency and effectiveness of internal audit operations.
4. Reviewed quarterly and annual financial statements, provided opinions and comments to ensure that financial statements fairly presented operating results and financial position of The Company as required by generally accepted accounting principles, and disclosed sufficient information.
5. Selected and proposed appointment of external auditor for 2016 as well as determined remuneration for external auditor to Board of Directors in order to propose to shareholders' meeting for consideration and approval.
6. Reviewed that the Company complied with Securities and Exchange Commission Act, regulations and rules of Stock Exchange of Thailand, and other laws related to the business of the Company.

7. Supports good corporate governance, And Thailand's Private Sector Collective Action Coalition Against Corruption (Anti-Corruption Policy) by reviewed the Anti-Corruption Policy, monitored progress and practice guidelines.

In 2016 that the Audit Committee had duly adhered to the independence on conducting the duties and providing opinions and comments that were useful to the Company, all shareholders, and other stakeholders. The Audit Committee had received excellent cooperation from related persons, managements, and other parties.

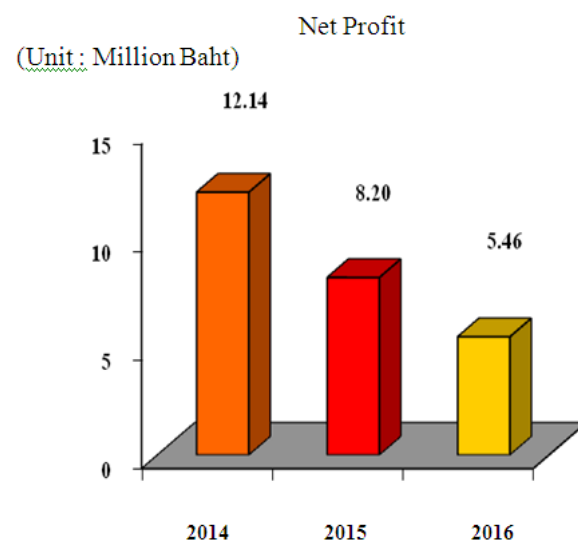
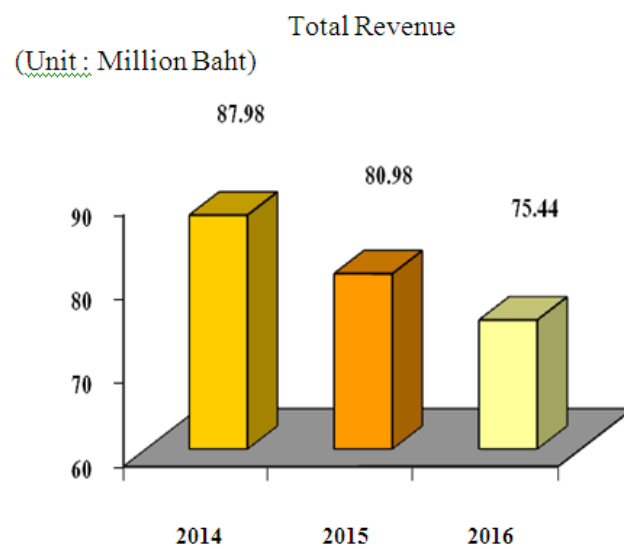
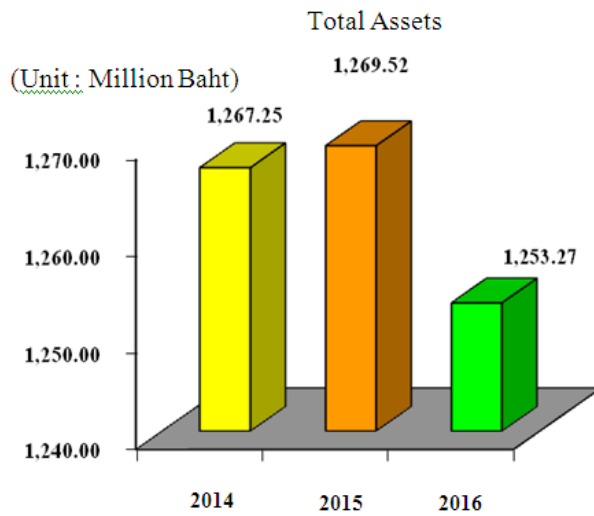


(Mr. Surapol Salimanon)

Chairman of the Audit Committee

17 February 2017

Summary Financial Information



Summary Financial Information (Continued)

	Consolidated		Unit : Baht
	2016	2015	Change
			%
Total Revenue	75,437,046	80,983,834	(6.85)
Revenue from Sales	61,849,987	70,344,918	(12.08)
Cost of sales	38,450,960	40,273,745	(4.53)
Gross Profit	23,399,028	30,071,173	(22.19)
Net Profit (loss)	5,456,208	8,200,844	(33.47)
Total Assets	1,253,266,970	1,269,520,489	(1.28)
Total Liabilities	29,256,525	30,226,143	(3.21)
Total Shareholders' Equity	1,224,010,445	1,239,294,346	(1.23)
Issued and paid up share capital	1,024,999,930	1,024,999,930	-
Per share data (Baht)			
Net profit	0.01	0.01	-
Dividend	-	0.02	(100.00)
Book Value	1.19	1.21	(1.65)
Finance Ratio			
Profit Margin	37.83%	42.75%	(11.51)
Net Profit Margin	7.23%	10.13%	(28.63)
Return on Equity	0.45%	0.66%	(31.82)
Return on Asset	0.44%	0.65%	(32.31)
Debt to Equity Ratio	0.02	0.02	-

Nature of Business

Vision

The Company operates its business by focusing on quality residences and responding to the customers' demands. We offer modern and technically-creative residences equipped with environmentally-friendly technology suitable to current circumstances.

Mission

1. The Company shall be determined on the development of residences, environment and services. The residences shall be outstanding, be of quality and offer a standard quality of life, building on the Company's image.
2. The Company shall set reasonable prices which allow the Company to compete in the market, mainly based on its capital cost and location.
3. The Company shall operate the business with good management systems under good governance principles.

Company Background and Significant Developments

Baan Rock Garden Public Company Limited, ("Company" or "BROCK"), was formerly known as Chucheeep South Group, Co., Ltd. The Company was established on February 5, 1990, by the Silaprarat family, who had extensive experiences in land trading in Bangkok and other major cities of Thailand, such as Chiang Mai, as well as coastal provinces like Rayong and Phuket. They also conducted business on trading of allocated vacant land in Soi Vacharapol, Bangkok, known as the "Agricultural Garden" project.

Since the Silaprarat family has spot the increasing opportunity of the property development, they have decided to enter the real estate development business by using the same executive team from the Rock Garden Group, Co., Ltd.. This has demonstrated the capabilities and the extensive experiences in real estate and resort business.

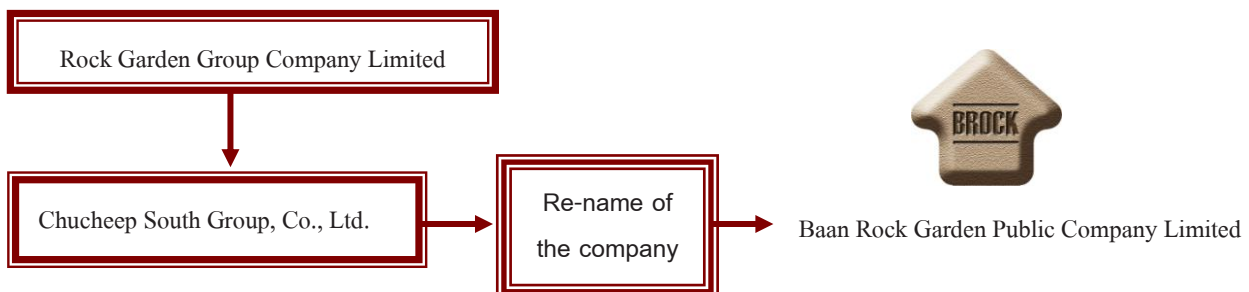


Chart : Re-organizational structure of the company

Following the corporate restructuring and the transfer of executives from Rock Garden Group Company Limited, the Company has since concentrated on operating in the real estate business. BROCK's primary objective is to efficiently utilize all the land in its possession in Bangkok and Phuket. The Company also continuously seeks to acquire allocated land with high potential for profitable development projects.

The Company fully outsources its project design, project construction and project marketing in order to effectively control its expenses, and to promote the performance of the executive and management team.

The following information illustrated key developments of the Company during the past 5 years:

January 2012	The Company rebranded Ban Rock Airport Project. Advertising teams were employed to design advertising media i.e. billboard, cutout, brochure, etc. The company therefore was able to compete with competitors.
March 2012	The Company renovated landscape of road to Ban Rock Airport Project.
May 2012	The Company hired Agency For Real Estate Affaris Co., Ltd., to conduct a feasibility Study of Baan Rock Airport Phase 3 Project.
October 2012	The Company relocated the sale office to the entrance to the side street of the Project.
May 2013	The company has increased its capital stocks from 1,000,000,000 Baht (one billion baht) to 1,025,000,000 (one thousand and twenty-five million baht) with paid capital of 1,024,999,930 (one thousand and twenty-four million, nine hundred and ninety-nine thousand, nine hundred and ninety-three baht).
October 2014	The Company employed Nuzen Co., Ltd., design planning, architecture and landscape architecture of Baan Rock Garden Bypass 6 Phase 2 up to modern. The company therefore was able to compete with competitors.
March 2015	The Company sold shares Yamoo Property Development Co., Ltd. to Mrs.Naowanart Jamornmarn because the business has no actions and the cost unnecessarily high.
April 2015	The company has increased its capital stocks from 1,025,000,000 Baht (one thousand and twenty-five million baht) to 1,229,999,916 (One thousand two hundred twenty-nine million nine hundred ninety-nine thousand nine hundred and sixteen Baht) with paid capital of 1,024,999,930 (one thousand and twenty-four million, nine hundred and ninety-nine thousand, nine hundred and ninety-three baht).
June 2015	The Company issued and allocated the Warrants to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of every 5 existing shares for 1 unit of Warrants, pursuant to the resolutions of the Annual General Meeting of Shareholders No. 1/2015, held on 2 April 2015, details of which are set out as follows:

Name of securities	: Warrants to Purchase the Newly Issued Ordinary Shares.
Securities Issuer	: Baan Rock Garden Public Company Limited.
Warrant trading symbol	: BROCK-W1
Secondary market	: The Stock Exchange of Thailand “SET”
Trading date	: 16 June 2015
Number of listed warrant (unit : warrant)	: 204,969,911
Exercise ratio	: 1 unit of Warrants shall be entitled to purchase 1 newly issued ordinary share
Exercise price	: Baht 3.50 per share
Term of Warrants	: 3 years from the issuance date. The Company shall not extend the term of the Warrants after the issuance.
Issuance date	: 2 June 2015
Expiration date	: 1 June 2018
Price per unit	: Baht 0 (at no cost)
The first Exercise Date	: 30 September 2015
The last Exercise Date	: 1 June 2018

February 2016 The Board of Directors' Meeting No.1/2016, held on February 18, 2016. The Board of Directors for Baan Rock Garden Public Company Limited had approve for year 2015 dividend payment at 0.02 Baht per share. The dividend will be paid to the shareholders whose names appearing in the Company's Shareholders Registration Book as of the date on which such Shareholders Registration Book is to be closed for suspension of share transfer in order to determine the shareholders entitled to dividend. The dividend payment exceeds that specified in the Terms and Conditions of BROCK-W1 warrants according to Clause 5 (e), Cause of the Company shall adjustment of rights the new exercise price and new exercise ratio as follows:

Exercise Price	: Before 3.50 Baht per Share.
	After 3.48 Baht per Share.
Exercise Ratio	: Before 1 unit of Warrants shall be entitled to purchase 1 newly issued ordinary share.
	After 1 unit of Warrants shall be entitled to purchase 1.0052 newly issued ordinary share.

With become effective immediately from the first day on which the purchases of the Company's ordinary shares shall not be entitled to receive such dividend distribution (the first day on which the SET posts XD sign) is 1 March 2016.

Period	Warrant Exercise (Unit)	Outstanding (Unit)
September 2015 -		204,969,911
December 2015 -		204,969,911
March 2016 -		204,969,911
June 2016 -		204,969,911
September 2016 -		204,969,911
December 2016 -		204,969,911

April 2016 The company has increased its capital stocks from 1,229,999,916 (One thousand two hundred twenty-nine million nine hundred ninety-nine thousand nine hundred and sixteen Baht) to 1,231,099,916 (One thousand two hundred thirty-one million ninety-nine thousand nine hundred and sixteen Baht) with paid capital of 1,024,999,930 (one thousand and twenty-four million, nine hundred and ninety-nine thousand, nine hundred and ninety-three baht).

Overview of Company's Business

Baan Rock Garden Public Company Limited conducts its business in real estate sector, with focus on the development of single-attached houses, townhouses and commercial building. The Company primarily develops its real estate under the project title "Baan Rock Garden" in Bangkok and other major provinces that have displayed rapid economy growth and potential for further growth, such as Phuket, Samuthprakarn and Rayong. The Company's current projects comprise the following:

1. "Rock Garden Home 1" and "Rock Garden Home 2" projects. Both projects comprise 2-storey townhouses and 4.5-storey commercial buildings that the Company acquired from ROCK GROUP, the Company's associate company, in September 2003. They were the remaining 91 available units of the projects that ROCK GROUP hadn't previously sold.

2. "Baan Rock Garden Meng-Jai" project. This project was the Company's first development project, which was introduced to the market in February 2004. The project comprises 63 units of 3-storey semi-home-office townhouses, located on Pracha-utit Road, Bangkok.

3. "Baan Rock Garden Bypass" project. The Company's second development project is a large project, primarily located in the vicinity of Phuket Bypass Road, which is the province's major district. The project is divided into 6 development phases.

3.1) "Baan Rock Garden Bypass 1." The project consists of 91 units of single-storey townhouses.

3.2) "Baan Rock Garden Bypass 2." The project comprises 99 units of single-storey townhouses and 15 units of 2.5-storey commercial building.

3.3) "Baan Rock Garden Bypass 3." The project includes the total of 90 units of duplex houses, single-storey detached houses, 2-storey detached houses and home offices.

3.4) "Baan Rock Garden Bypass 4." The project consists of 82 total units of duplex houses, single-storey detached houses, 2-storey detached houses and home offices.

3.5) "Baan Rock Garden Bypass 5." The project is made up of 94 total units of duplex houses and 2-storey detached houses.

3.6) “Baan Rock Garden Bypass 6.” The project is divided into 10 development phases. The project is made up of 580 total units of 2-storey detached houses.

3.6.1) “Baan Rock Garden Bypass 6 Phase 1.” The project is made up of 49 total units of 2-storey detached houses.

4. “Baan Rock Garden Airport” Project. The project is located on Onnuch-Ladkrabang highway, Amphur Bangsolthong, Samuthprakarn province. Currently, the first phase has been opened for sales.

4.1) “Baan Rock Garden Airport, Phase 1.” The project consists of 129 units of 2-storey townhouses and 2-storey duplexes.

4.2) “Baan Rock Garden Airport, Phase 2.” The project comprises 137 units of 2-storey detached houses and 2-storey duplexes.

Future Projects

“Baan Rock Garden Airport Project”

The Company has launched 2 projects of Baan Rock Garden Airport, namely, Baan Rock Garden Airport Phase 1, This project is a 2-storey townhouses is 117 units and 2-storey semi-detached houses is 12 units, the Company closed the sale of Project Baan Rock Garden Airport Phase 1 on 2014. And Baan Rock Garden Airport Phase 2, This project is a 2-storey semi-detached houses is 102 units and 2-storey detached houses is 35 units.

For the year 2017 the Company accelerate the sale of Project Baan Rock Garden Airport Phase 2, and the Company recognized incomes from Baan Rock Garden Airport Phase 2 i.e. 2-storey semi-detached houses, 2-storey detached houses. The Company completely developed the utilities of the Baan Rock Airport Phase 3 Project areas of 40- 2 – 4.6 rai. The company is studying the possibility of both. Market competition. Exploring the needs of customers. And get begin manage plan develop other, respectively.

“Baan Rock Garden Bypass Phase 6 Project”

The company has already completed 5 projects in Phuket which are the Baan Rock Garden Bypass 1 project, Baan Rock Garden Bypass 2 project, Baan Rock Garden Bypass 3 project, Baan Rock Garden Bypass 4 project and Baan Rock Garden Bypass 5 project. These projects with total areas of 57-1-81.3 rai (from the end of 2004 to 2007) are located on the bypass road in Phuket.

After the completion of the abovementioned projects, the company has started their future property development projects. These future projects include the Baan Rock Garden Bypass Phase 6 project with the areas on the bypass road of 235-1-18.5 rai (after deducting the areas of 25-1-25 rai where the electric poles are located, as such, the company has turned that into a public park). This project is located in a good location which is considered to be the main location in Phuket with its growth potential as it is located along the bypass road and close to the Central Festival Department Store and Tesco Lotus. The company’s objective is to continue its property development whereby the project shall offer 2 storey detached houses with plot of land. The Baan Rock Garden Bypass 6 project has 10 phases with total 580 units. In 2009, the Company launched Baan Rock Garden Bypass 6 Phase 1 Project comprising 49 units (23-2-42.2 rai) and realized incomes on March 2010. The

Company continued to develop facilities of Baan Rock Garden Bypass 6 Phase 1 and Phase 10 Project. Sources of capital were from operating cash flow and / or loans from financial institutions.

For in year 2017 a company recognized incomes Baan Rock Garden Bypass 6/1 by suppose will can close the sale has in this year , and manage plan the development builds project Baan Rock Garden Bypass 6/2 continuously.

“Joint investment project with the foreign investors”

The Company sold shares Yamoo Property Development Co., Ltd. to Mrs.Naowanart Jamornmarn because the business has no actions and the cost unnecessarily high. However Yamoo Property Development Co., Ltd remains the joint venture but don't any activity. whereby the joint investment between the Swedish investors and the Thais is at 50:50. There are 4 directors at this joint venture, comprising of Mr. Virat Chinprapinporn, Mrs. Naowanit Silaprarat and 2 Swedish investors. The authorized persons which are either Mr. Virat Chinprapinporn or Mrs. Naowanit Silaprarat shall sign with one of Swedish investors. Now the Company welcomes co-investment of both Thai and foreign investors who are interested to invest in the Company's lands on the areas more than 500 rai and is located at Amphur Thalang, Phuket.

“Baan Rock Garden Project at Soi Watcharaphon”

The company has the plot of land of 3-2-68.9 rai at Soi Watcharaphon whereby the company has planned to start its development project after the road construction linking Nimitmai Road and Rattanakosin Sompote Road via outer ring has completed. This new road shall pass at the front of the project. This project is to construct the commercial building which is the future project of the company. The appraisal value of this plot of land has increased as partial plot of lands in the area have been under acquisition so that the road can be expanded and this can be the intersection between the new road from Phaholyothin Road and Rattanakosin Sompote Road. As such, this has made the company's plot of land to be close to the abovementioned road. Besides the progress on the new road construction, the government has already paid for the land acquisition and shall start constructing the link from Rattanakosin Sompote Road to Phaholyothin Road.

“Baan Rock Garden Baan Pae Project”

This project has the area of 104 rai which is located on the Sukhumvit Road and close to the community. This plot of land is located along the hill side and close to the sea which makes it suitable for developing the residential areas. The company shall construct the commercial building, detached houses and hill side detached houses whereby this shall be the highlight of this project. The target customers of the company are the local who may want to own the weekend houses and the foreigners who are looking for houses. With the potential of Tumboon Baan Pae which is the most popular tourist attraction in Rayong, there are a lot of tourists visiting Tamboon Baan Pae each year. One of the popular tourist destinations is Koh Samet. Of that number, several tourists are looking for houses. As for the progress of this project, it is on the process of studying the project structure.

Market and Competition Analysis

Thailand Economic Overview in 2016 and Prospect for 2017

Thailand's property sector faced a slowdown in 2016, reflected by high household debt and cautious lending of financial institutions despite the government's economic stimulus measures early in the year which motivated developers to re-launch their remaining residential projects through special co-promotions with financial institutions, while some postponed the launch of projects. More intense competition is expected in the property market in 2017 as large property developers and capitalists are likely to further expand property-related businesses based on their advantages in a bid to raise other forms of revenues such as project management fee and area rental fee, which will help alleviate possible risks of reliance on residential sales. However, medium sized property developers have different business strategies, including introduction of value-for-money residential projects and unique projects aimed at niche markets. These mid-size developers have advantages of agility in their business strategy which places emphasis on seeking partnerships with foreign counterparts such as China, Hong Kong and Japan.

Despite a slowdown in the overall property sector in 2016, the Company implemented its strategy for Bangkok's property market by seeking distinctive public relations and marketing channels to approach its target customers such as internet, booths and public relations for target customers, various forms of special discounts to attract consumers, monthly sales office activity and premium giveaways to project visitors in order to stimulate buying decision. Baan Rock Garden Airport house project still has advantages in terms of accessible location and convenient reach.

Phuket's property market remained sluggish due to negative factors including high household debt which diminished consumers' ability to repay debt and also banks tightening their lending criteria for both developers and consumers. As a result, project developers lacked investment confidence and not many new projects were launched. Although consumers still had residential demand, they became more careful when making decisions due to weaker repayment ability. The Company continued to develop its new project called Baan Rock Garden Bypass Project as it sees Phuket as one of the country's leading tourist destinations and more Thai and foreign non-residents including jobbers, tourists and investors are interested in seeking residences in Phuket.

Property market prospect in 2017 continually driven by the following factors:

1. Bank of Thailand (BOT) unanimously kept its benchmark interest rate unchanged at 1.50% and estimated that the overall Thai economy still has room for growth but more downside risks. Inflation is likely to gradually rise. Overall financial condition remains relaxed and contributes to economic resilience.

2. Some government infrastructure investments have been implemented in 2016, mostly road construction and improvement and construction of motorways including 1) 32km Pattaya-Map Ta Phut route which is divided into 13 sections and almost all routes are in progress; 2) 196km Bang Pa-in-Saraburi-Nakhon Ratchasima route which is divided into 40 sections and contractors of the first 25 sections are now in talks on the contractual price before proposing for the cabinet's approval and commencement; 3) 96km Bang Yai-Kanchanaburi strategic route which is divided into 25 sections and has selected contractors for the first 9 sections who are now pending EIA approval before the signing ceremony. In addition, there

are double-track rail routes including 1) 187km Chira-Khon Kaen route which started construction; 2) 167km Prachuap Khiri Khan-Chumphon which has been approved by the cabinet; 3) 132km Mab Ka Bao-Chira which is now pending the cabinet's approval; 4) 165km Nakhon Pathom-Hua Hin which has been approved by NESDB and concluded bidding; 5) 148km Lopburi-Pak Nam Pho which has been approved by NESDB and concluded bidding; and 6) 90km Hua Hin-Prachuap Khiri Khan which has been approved by NESDB and concluded bidding. MRT projects include 1) 36km Pink Line on Khae Rai-Min Buri route; 2) 30.4km Yellow Line on Ladprao-Samrong route; and 3) 20km Orange Line on Cultural Center-Minburi route. Bidding for the three MRT lines has finished. It can be seen that 2016 was the year of government approvals and 2017 is the year of investment and construction.

Negative factors affecting property market include:

1. Household debt remains a significant factor affecting the property market even though the Thai economy is likely to grow. Household sector confidence is lower due to higher product prices in the wake of rising fuel prices and minimum wage increase, whereas financial institutions have tightened lending rules for middle-class to low-class consumers, especially for housing loans which still face sustained pressure of bad debt which is rising faster than other types of loans. As a result, overall residential demand remains stable. However, a group of first-car buyers, whose 5-year ownership is unlocked, is likely to become the property market's target customers in 2017. Accumulated household debt still haunts the Thai economy for both the medium- and long-term as household debt is rising at a faster rate than income which puts pressure on household consumption and purchasing power in the future and affects some developers who rely on local purchasing power. In addition, the household sector has different immediate problems such as rising product prices in the wake of higher fuel prices and minimum wage rise which results in lower overtime pay and affects permanent employees. Consequently, financial institutions will have to be more careful with debt financing which exceeds repayment potential, where the government will emphasize household financial discipline and elevate savings to create a financial barrier for the household sector in the long run.

2. Competition in the property market will be even more intense because the number of residences exceeds the market demand and large developers are forced to turn their focus on property-related businesses in order to generate other forms of income such as project management fee and area rental fee to alleviate risks of reliance on residential sales. Meanwhile, mid-size developers come up with divergent strategies such as introduction of value-for-money residential projects and unique projects aimed at niche markets. In 2017, some mid-sized developers will adjust their business strategy by focusing on strengthening competitiveness through partnerships with foreign investors such as China, Hong Kong and Japan.

The Company's market

Baan Rock Garden, PLC is focusing on developing and selling housing and land to customer group with average income, with price ranging from Bt. 1.49 million Baht to 4 million Baht. The Company has a policy to standardize the quality of all its projects, under the brand "Baan Rock Garden," in order to build confidence in its products among all the customers. The Company's strategy to sustain and to expand its market share is as followed:

- 1) selecting convenient locations, by building projects in the vicinity of town centers and shopping malls.
- 2) Setting appropriate pricing for every project by considering general consumer behavior and purchasing power of people in the area, so they could make prompt decision upon acknowledging the prices.
- 3) Presenting all housing with standardized quality, built with high-quality and durable materials.
- 4) Constructing and transferring all houses in timely manner, which is the Company's most outstanding strength that has built its trustworthy image among the consumers.
- 5) Maintaining excellent relationship with customers through post-sales services, such as maintenance of the house structure, painting and ceiling, as well as setting up water and electricity system. The Company employs its own construction team specifically to offer such services.
- 6) Expanding the projects to other provinces with high potential.

1. Product Strategy

The Company consider to develop the project in the area which has a chance in the economic great. According to The Company has set a policy to fully outsource its project development team, in order to help the Company to effectively control its expenses and to develop projects that meet the needs and objectives by hired professionals. As a result, the Company's projects are designed to appear modern and architecturally unique. The houses are designed to be spacious and airy, yet sufficiently functional, with openings for sunlight to reach the interior to emphasize the energy conservation concept. Furthermore, the Company also contracts external resources for all project constructions, by employing appropriate and effective selection process. It also sets the specifications of the suitable construction materials that the contractors must use for the projects. The construction will be thoroughly monitored and inspected by the Company's Project Construction Department, until the constructed unit is delivered to the Company, in order to ensure that the constructions are performed effectively in every step up until the rights transfer to the customers.

2. Pricing Strategy

The Company sets its product prices by employing the cost-plus-margin method. However, in the final stage of pricing, the Company also takes into consideration the market demand and competition conditions at the time. The performance of real estate industry largely depends on 1) interest rates; 2) consumer's purchasing power; and 3) the country's economic growth rate.

Distribution channel

The company has greatly emphasized on sales persons at the sales office as their distribution channel to provide service to the retail customers who have walked in. Such sales persons at the sales office are the marketing officers whereby these positions have been outsourced. The company has hired 1 team of external parties to be responsible for the projects in Bangkok and another team to respond for the projects in Phuket. These marketing officers have great knowledge and expertise in the real estate market of those areas for a long time.

As for the marketing promotion, the marketing department of the company has worked with the marketing officers to arrange the promotion and several forms of advertisements e.g. internet , billboards, medias on the minibus, booths displayed in many places in order to reach to the buyers and find the buyers for the company. These 2 marketing teams sale in the project have remuneration from the sale.

Impacts on environment

The Company has faced no conflict regarding environment handling in the past 3 years, as the Company has put high priority in managing the environmental impact. The Company has set strict policy on environment treatment, by setting up systematic and standardized public utilities, especially water treatment system, including each project's central water treatment facility. Moreover, the Company has always followed up on its policy to minimize impacts on environments and its policy to regularly inspect the conditions of project surroundings.

Corporate Governance

Baan Rock Garden Public Company Limited provides priority that good corporate governance is the major factor that enables the organization to have efficient operation and supports sustainable growth. The Board of Directors set out the “Corporate Governance Policy Handbook”, therefore, was drafted by Corporate Governance Committee which guided by the SET CG principle, and approved by the Board of Directors on 18 February 2016.

This policy was set in accordance with the SET CG principle which is divided into 5 categories;

Section 1 Rights of shareholders

The Board of Directors recognizes the right of shareholders own the company, controlling it by appointing the board of directors to act as their representatives. Shareholders are eligible to make decisions on any significant corporate changes. Therefore, the Board of Directors encourage shareholders to exercise their rights as basic shareholder rights include the right to 1) buy, sell, or transfer shares 2) share in the profit of the company 3) obtain relevant and adequate information on the company in a timely manner and on a regular basis. And Shareholders should be fully informed of the criteria and procedures governing shareholder meetings. Sufficient information regarding the issues to be decided in each agenda item should be provided in advance of the meeting. Shareholders should be able to query directors both in the meeting and by sending their questions in advance. They should also be allowed to propose agenda items and vote by proxy. Other than, The board of directors recognize shareholders rights and avoid any action that violates those rights. The guidelines are as follows:

- 1) The Company has appointed Thailand Securities Depository Co., Ltd. to perform the duty as its securities registrar to provide convenience to shareholders regarding securities registration matters of the Company.
- 2) The Company define publicly disclose policies to encourage all shareholders, including institutional ones, to attend the company’s shareholders meeting.
- 3) The Company has to hold an AGM within four months of the end of its accounting period. And The Company may call for an EGM if, after an AGM has been held, there is another matter that requires the shareholders approval.
- 4) Notice of AGM The Company details on the agenda in its entirety. As follows:
 - 4.1) To consider and appoint of directors was listed full name, age, educational background, career history, a director of the company. Including attendance in recent years and the number of years that he served as the director of the company.
 - 4.2) To consider and appoint of auditors was listed named auditor, affiliated companies, licensed auditor and the services of an auditor. Clearly
 - 4.3) To consider of dividend payment has informed the company's dividend policy. The rate proposed dividend With reasons and supporting information.
 - 4.4) In the Notice of AGM was listed objectives and reasons of each agenda, include Board of Directors’ opinion on each agenda item. Clearly

- 5) On the meeting date, the Company would have registration officers ready 2 hours before the meeting and until the end of the meeting to provide convenience to shareholders and proxies who attend the meeting. In addition, there has been an application of registration for the Annual General Meeting and voting results display beginning from the preparation of information for the members attending the meeting, printing of voting ballots and compiling of voting results according to the agendas and minutes of the meeting to facilitate the shareholders' meeting.

Before the meeting begins, the chairman would inform the meeting clearly of the voting and vote counting procedures for each agenda under the articles of association, as well as the requirement that the voting ballots be used for every agenda in order for the shareholders to exercise their voting rights as may be deemed appropriate for each agenda.

Explanation on voting procedures and vote counting are as follows :

- 5.1) One share shall be counted one vote and the majority of votes shall be deemed resolution. In case of an equality of votes, the Chairman shall be entitled to a casting vote distinguishing from that he has in the capacity of shareholder.
- 5.2) Shareholders attending the Meeting in person can cast votes as they wish on the ballots handed to them at the time of registration. The proxy appointed by the shareholder can also cast votes as directed by the grantor specified in the Proxy Form, and deliver to the staff to be recorded together with the votes that the shareholders have in advance given proxy to the independent directors proposed by Company.
- 5.3) The chairman will inform the Meeting of all voting results in each agenda. The votes as counted will include all votes per directions of all shareholders that appointed proxies. Each agenda will use the latest number of shares under possession of shareholders present in the Meeting.

For the selection of directors, the vote would be cast individually to enable shareholders to elect the preferred directors, whereby the Company would nominate names to be voted one by one. For transparency of this agenda, every shareholder who either votes for, against or abstains, was required to vote by using ballots, which would be collected by the officers after all the votes have been cast. Each director who is elected must receive more than half of the entire votes cast by shareholders who attend the meeting and have the right to vote.

The Company attendees would also be given an opportunity to raise questions or to give opinions with reasonable time for discussion. The issues of the questions and answers would be recorded in the minutes of the meeting in order to inform the shareholders who had not attended the meeting, and the chairman would conduct the meeting according to the agendas and would not add any agenda without notifying the shareholders in advance.

In the meeting, the Chairman explained before the meeting began how to vote and how to count the votes, as well as the requirement to use voting ballots for every agenda. The chairman also asked for concurring opinion that for those who attended the meeting later, they would be considered as forming a quorum and given voting rights from the beginning agenda. To proceed with the meeting, the Chairman presented matters in the order of agendas and gave time for questions of each agenda. For other matters apart from the agendas, there was question time in the latter part, of which every shareholder had equal rights and was given reasonable time.

- 6) The meeting of shareholders will be facilitated by the Company, ensuring that it does not contain any complicated procedure or limit the opportunity of those who wish to study the information of the Company. In addition, the Company shall not perform in any way that creates barriers to or hinders effective communication among shareholders. The Company shall take into account the convenience of the participants by not organizing the meeting on traditional holidays or holidays of commercial banks. Also, it shall conduct the meeting during appropriate period, that is, during 8.30 - 17.00 hours and the venue to be which is in the area of Bangkok.
- 7) The Company had disclosed the resolutions of the ordinary shareholders' meeting with result of the vote in a letter to the Director and Manager of the Stock Exchange of Thailand and on the Company's website (www.rockgarden.co.th) within 1 day after completion of the meeting, as well as the minute of the meeting with the votes for each agenda and important questions or suggestions fully recorded. The minutes of the meeting had been forwarded to the Stock Exchange of Thailand (SET), the SET's Board of Governors and relevant agencies within 14 days from the date of the meeting, and also disseminated via the Company's website for distribution to interest shareholders.
- 8) In order for the shareholders to review meeting details within a reasonable time and to ensure equality for both Thai and foreign shareholders concerning access to the information, the Company has implemented a policy on distributing minutes of the shareholders' meeting in a comprehensive manner. Each agenda contains important information as follows:
 - 8.1) Recorded explained the voting procedure. Prompted by way of voting and vote counting. The ballot includes how to display the score to shareholders prior to the meeting.
 - 8.2) Recorded questions answers to opportunity for shareholders to ask questions. Or offer comments on the agenda of the meeting to allow shareholders who did not attend the meeting to get to know.
 - 8.3) Recorded resolved to approve meeting, and recorded number of votes in each agenda clearly. Include agree, disagree and abstaining votes on every agenda.
 - 8.4) Recorded the name and position of director attendance and the directors did not attendance in order to monitor the participation of directors in meetings of shareholders each.

The Company published resolved to approve meeting of shareholders on the news system of the SET and the company's website (www.rockgarden.co.th) within the next business day, and the company published minute of AGM of Shareholders complete on the company's website (www.rockgarden.co.th) within 14 day since of the AGM. Shareholders can review the data without having to wait until the next meeting.
- 9) The Company requires all directors have a duty to participate in a meeting of shareholders at all times, and shareholders can inquire the Chairman of the Board and the auditors of the Company on the issues involved.
- 10) The Company has disclosed business-related information on the news system of the Stock Exchange of Thailand while also posting important information and current updates on its website (www.rockgarden.co.th). Such an effort is considered the protection of shareholders' rights beyond their legal rights.

- 11) The Company has been considered remuneration's directors by taking into account the remuneration of similar groups of industry and expansion of the business. The Company has also proposed all forms of remuneration, i.e., monthly allowance, gratuity and meeting allowance, which will be proposed to the shareholders for approval at every annual ordinary shareholder's meeting. Neither cash nor other assets will be offered to the directors unless it is the remuneration as per the rights and entitlements on a normal basis for the position as directors of the Company (For details, see "Remuneration for Directors and Executives"). The remuneration payment shall be in accordance with the Public Limited Companies Act, Section 90, which stipulates that "the remuneration payment to directors must be in accordance with the resolutions of the general meeting of shareholders that consists of not less than two-third of the total votes of the shareholders present at the meeting. The Company has publicized such a policy on its website (www.supalai.com) for the acknowledgement of both shareholders and the general public.
- 12) The Company has set out agendas for the appointment of auditors and determination of audit fees for shareholders to approve at the general meeting of shareholders on an annual basis. Details on the proposed auditors and audit fees will be provided sufficiently to shareholders for consideration.

Section 2 Equitable Treatment of Shareholders

The Company has complied with shareholders equally by placing emphasis on equality of both major and small shareholders, and attaching importance to their fundamental rights and encouraging them to exercise their rights as given by law. Information is provided completely and equally to make the shareholders feel confident in making investments. Though shareholders are unable to attend the meeting because of any inconvenience, they are entitled to appoint a proxy to attend the meeting. For such purposes, the Company has publicized guidelines on the website of the Company (www.rockgarden.co.th) to inform the shareholders and the general public.

- 1) The Company facilitates the shareholders who are foreigners, the Company has prepared all relevant documents in two languages i.e. English and Thai for Thai and foreign shareholders such as in Thailand and overseas, such as the notice of the meeting, proxy instrument, minutes of the meeting, annual report etc., and developed the Company's website (www.rockgarden.co.th) in two languages.
- 2) The Company has set out criteria in proposing agenda and nomination of persons for appointment as directors. This is to encourage small shareholders to participate in overseeing the Company and to select qualified directors, who can perform their duties effectively for the best interests of shareholders and all groups of stakeholders. The Company has published the criteria on both its www.rockgarden.co.th website under heading "Investor Relation" (<http://www.rockgarden.co.th/investor.html>) and that of the Stock Exchange of Thailand in order for shareholders to nominate persons to be elected as directors, propose agendas and inquire about the Company.
- 3) The shareholders have the opportunity to ask any questions on each agenda by contacting Miss Jantamat Harnkimhunt, secretary of the company, via her E-mail address: jantamat@rockgarden.co.th, or reaching her at

02 – 9347000 ext. 216 in advance 14 days before the commencement of the meeting whereby this should not be more than 7 days. Moreover, the shareholders could raise questions or express their opinions on any agenda during the meeting. The questions raised and the answers including the suggestions shall be recorded in the minute whereby this shall be published on the company's website at www.rockgarden.co.th in the form of video clip approximately 14 days after the commencement of the meeting. The company shall announce this information to the shareholders either directly or through the Stock Exchange of Thailand.

- 4) In the Annual General Meeting of Shareholder, with the important of the voting rights of the shareholders, the company has sent shareholders the invitation letter and the meeting document 21 days before the commencement of the meeting whereby these letters shall be sent by Thailand Securities Depository Co., Ltd., the company's registrar. Moreover, the company has published the invitation letter and the meeting documents on the company's website at www.rockgarden.co.th approximately 30 days before the commencement of the meeting in order for the shareholders to study in advance. The annual report has also been published on the company's website approximately 14 days before the commencement of the meeting. The invitation letter to shareholders detailing its entirety, with the date, time, venue and all agenda items, with assign objective reasons and the Board of Directors on each agenda clearly.

In order to provide shareholders have been informed of the matter to be considered at the meeting and factors to be considered in deciding to attend. The shareholders have been informed decision prior to the meeting. The company avoid adding any other, which will be voted on at the meeting, that is not predefined in the AGM, this constitutes unfair to shareholders who did not attend the meeting.

- 5) At shareholders meetings, each agenda item will be strictly followed in the order published in the invitation letters. No additional agenda item shall be added without advance notice to the shareholders. The measure is to ensure that the shareholders have enough time to study relevant information before making decisions.
- 6) The Company proposes the names of all of its independent directors as an option for proxies. A shareholder may choose to be represented by any one of them. The proxy forms are also in line with the forms recommended by the Commerce Ministry, with the formats that allow the shareholders to dictate the direction of his votes. The measure is to encourage the shareholders to exercise their rights to attend the meetings and vote on each agenda item.
- 7) The Company promotes the use of voting tickets for all agenda items by printing them separately for each major issue. The shareholders can therefore vote as they deem appropriate. The voting tickets will be kept in the meeting rooms so that they may be counted and added to the votes cast in advance in the proxy forms before announcing the result of the voting in the meeting room.
- 8) Directors and executives are required to submit the list of their first securities holding and report on changes of securities holding including those of their spouses and minor children, as well as related persons. The submission and report shall be conducted in accordance with Section 59 of the Securities and Exchange Act 1992 (B.E. 2535) within 3 working days from the date of buying, selling, transferring or receiving the transfer

of the securities. The directors and executives are also prohibited from buying and selling of the Company's securities during the period of one month prior to disclosure of financial statements to the public.

- 9) The Company determines directors and executives report on the change of securities holding to the Securities and Exchange Commission Thailand and submit the copy of the report to the Company on the same day they submit the report to the Securities and Exchange Commission Thailand.
- 10) The Company determines directors and executives know essential inside information that has influence on securities price must not buy or sell the Company's securities for one month prior to the disclosure of financial statement to the public and they shall not disclose such essential information to other people.
- 11) The directors, executives and employees shall not use inside information of the Company or business trading partners of the Company, that they know from performing duties, to purchase or sell or offer to purchase or sell. They shall not persuade others to purchase or sell or offer to purchase or sell securities of the Company or those of the Company's trading partners for personal gains or for the gains of others. In addition, they shall not engage in any business that competes with the Company as well as its related businesses even though their businesses do not cause the Company to lose benefits.

Section 3 Role of stakeholders

The Company attaches importance to the rights of every group of stakeholders, both internal and external such as shareholders, employees, trading partners, competitors, government agencies including the responsibilities toward the society and the environment. The Company has also set the Code of Conduct as ethical guidelines for business operations by taking into consideration the principle of fairness, human rights, legal respect, intellectual property rights.

1) Human Rights Principles

The Company regards human rights principle as common practice by taking into consideration human dignity, freedom and equality of individuals, and shall not do any act and nor encourage the violation of human rights. The Company shall not be involved with any agency, organization or individual that violates human rights in every case. The Company has provided a better understanding of human rights to employees in performing their duties, and has not supported any activity that violates human rights and all employees shall not do any act in the manner of sexual harassment, flirting, possessing pornographic pictures, using sexual language or touching the employees of the Company or outsiders who contact the Company.

The Company recognizes the importance of human rights and freedoms with non-discrimination by promoting equality of disadvantaged and disabled people, as well as the impartiality of opportunity between women and men. There is neither gender and racist discrimination, and there is no child labors in the Company.

2) Principle of Law Compliance

The Company recognizes the importance of law, and applies laws along with morality, ethics and integrity and business operations must be under the regulatory laws, therefore, there shall be no fraud or illegal act or making use of the gap of laws in its operation.

3) Intellectual Property

The Company shall not install and use unlicensed computer software in the Company, shall not demand, accept or use business information acquired illegally or immorally, and shall not to infringe the copyrights, patents and trademarks of others.

4) Role of Stakeholders

The Company divides stakeholders into groups which are shareholders, customers, employees, trading partners, competitors, communities, the society, environment, and related government agencies. The Company has realized that the supports from these stakeholders help to enhance its competitiveness and profitability which are instrumental in its long-term success.

4.1) Shareholders

The Company places emphasis on the quality and sustainable business growth. Thus, it has conducted business with integrity, transparency, aiming to provide good services for customers' satisfaction, which will result in value adding and maximum returns to its shareholders in the long run. The Company complies with a policy on equal treatment of both major and small shareholders by respecting their rights, and treat all of them equally, while operating business with honesty, integrity and transparency, while disclosing information to shareholders appropriately, completely with standards under legal framework, ethical principles and good corporate governance practice.

4.2) Customers

The Company has committed to comply with the policy on treatment of customers, with such policy in order to focus on the development of customer's satisfaction and confidence and is committed to treat customers with integrity, honesty and fairness on the basis of a fair return to both parties, while delivering a quality product at a fair price. The Company also controls and ensures that its product has the quality that is up to the standards and requirements of the Consumer Protection Act or other relevant laws, and also provides effective after-sales service to the customers.

The Company has taken good care of and acted responsibly toward its customers. It has produced quality and standard products, maintained their confidentiality and set up a unit exclusively to deal with them. The company has also listened to recommendations and opinions provided by its customers. As such, the customer relations unit has been established in order to provide the after sales service to the company's customers.

4.3) Employees

The Company is fully aware that employees at all levels are valuable resource of the Company, which is a factor for success and achievement of the goals of the Company. Accordingly, it shall provide care and fair treatment in terms of opportunity, returns, appointment, transfer and trainings for the employees as well as encouraging them to show their potential in order to be part of a sustainable development of the organization. The Company is well aware of the importance of all employees regardless of which section or department they are working in without any discrimination, and focuses on creating a good working environment, safety, with appropriate remuneration for their work. Such remuneration has been considered to be paid at similar rates of the same group of industry and according to the operational results of the Company, and the Company is fully aware that employees are valuable assets. Therefore, it always emphasizes development of knowledge and ability for all employees in order for them to grow sustainably along with the organization.

The Company has treated its employees fairly and paid them appropriately. Moreover, the company has offered various kinds of fringe benefits. These include the uniforms to all employees whereby the patterns shall be changed every 2 years, accident insurance for employees with operations risk, annual check-up, provident fund, accommodation with facilities for employees who work in provincial areas. For the human resource development, the company has trained several employees in order to enhance their knowledge and capability. The trainings include the use of some computer software, joint –seminar with the Stock Exchange of Thailand, Finance and Accounting training, etc.

4.4) For Trading Partners

The Company has committed to comply with the policy on Treatment of Trading Partners, it has the policy to treat its contractors, trading partners, vendors equally with fairness, by taking into account the best interests of the Company, while focusing on fair returns to both parties by avoiding situations that cause a conflict of interest. It shall also comply with contractual obligations by providing accurate information and correct reports. Any negotiation to solve problems and find solutions shall be based on the business relationship. The Company has supported the construction contractors on a continual basis to boost the morale and to encourage them to create quality work products.

4.5) Competitors

The Company's the business operations shall be conducted under the free and fair competition framework and shall not seek trade secret of the competitors by fraudulent, dishonest, inappropriate, immoral or illegal acts, regarding its competitors, the Company shall not do any act to cause damage to the reputation of the competitors by accusing, defaming or using any tactics without grounds; and shall not do any act to violate intellectual property rights and copyrighted works of others or competitors; and shall not conduct monopoly with its trading partners or suppliers. The Company has never had any dispute regarding trading competitors.

4.6) Community, Society, Environment

The Company has committed to operate business while giving back to the society on a regular basis. The Company recognizes the importance to the creation of good environment for the community, focus on the provision of knowledge because knowledge can be a base for developing and improving the quality of life for personal and family benefits as well as the benefits for the society in general.

The Company focuses on raising awareness of the employees to make the most effective, in order to achieve effective utilization of resources. In addition, The Company is committed to comply with all the laws relating to environmental protection and all the laws relating to health and safety, and therefore requires that all employees do the same.

The Company acts responsibly toward the environment of communities and the society by complying with any environmental law in order to avoid impacts towards the company, its community and any relating parties. The company has also paid great attention to the current environmental situation. Therefore, the company has regularly organized the activities to stop global warming annually.

4.7) Related Government Agencies

The Company has complied with the laws and strictly reported on such compliance, be it the tax payment and other expenses according to the regulations and rules prescribed by the state sector, and provided cooperation and support in implementing the state policies for the benefits of the country.

Regarding the stakeholders' contributions, the stakeholders can file the complaints; give any clue on the misbehavior of the company's employees or behaviors that could bring a disgrace to the company by sending the letter to the Managing Director at 601 Soi Ramkhamhange 39, Prachauthit Road, Wangtonglang District, Bangkok 10310. After received the letter, the company shall consider only the complaint letter or suggestion made by the stakeholders who have provided their name, contact address, telephone number and E-mail address (if any) and have relation with the company. This information shall be kept confidential.

If the company has conducted the inspection and found some evident, the company shall proceed according to the laws and relevant rules and regulation, including report to the Board for justice and transparency so that all departments have been informed.

Section 4 Disclosure and Transparency

The Company has a policy to disclose the information to the investors and all groups of stakeholders on an equally basis by disclosing accurate, complete and transparent information in a timely manner. So that stakeholders take decisions, and a mechanism to monitor the implementation of the company, emphasize of the disclosure, and try to add a channel to provide information at all times. The details are as follows:

- 1) The Board of Directors of the Company has duty to treat all shareholders equally by ensuring that the disclosure, both financial and non-financial information, is made correctly, fully, adequately, reliably and in a

- timely manner in order for the shareholders to receive information on an equitable basis as required by laws, relevant organizations and government agencies. The Company publishes its important information on the website of the Company (www.rockgarden.co.th), the website of the Stock Exchange of Thailand (SET) and of the Security and Exchange Commission (SEC) according to the criteria laid down by the SET and SEC.
- 2) The company has established the investor relations unit (Tel: 02-9347000 ext. 216 or E-mail address: pornyamon@rockgarden.co.th , wi-on@rockgarden.co.th as a communication channel for the shareholders, investors and persons who are interested to learn more about the company can make inquiries regarding the company. The information that has been made public and informed to stakeholders is made available at the Company's website at www.rockgarden.co.th and updates are made regularly to ensure users can have convenient access to timely news and information in their best interests.
- 3) The Company disclosure of key information, by done via various channels on consistency basis to enable its shareholders and stakeholders to be informed entirely. The channels for dissemination are as follows:
- 3.1 The Stock Exchange of Thailand
 - * Annual Report
 - * Financial Statement
 - * Operational Results Report on a quarterly basis
 - * Resolution of the Board and others
 - 3.2 The Securities and Exchange Commission
 - 3.3 Ministry of Commerce
 - 3.4 Newspaper
 - 3.5 Investor Relation (contact 0-2934-7000 Ext.216 or e-mail address : pornyamon@rockgarden.co.th , wi-on@rockgarden.co.th)
 - 3.6 The Company's website (www.rockgarden.co.th)
 - 3.7 Document delivery notify shareholders by mail
- 4) Directors and executives submit the list of their securities holding including those of their spouses, children who are minors and related persons and report on changes of the list to the Office of the Securities and Exchange Commission within 3 day from the date of purchase, selling, transferring or receiving the transfer of the securities. This is to comply with Section 59 of the Securities and Exchange Act 1992. The directors and executives are also prohibited from buying and selling of the Company's securities during the period of one month prior to disclosure of financial statements to the public and forward the report on selling and buying of Company's shares to the Company Secretary to keep as evidence.
- 5) The Company has committed to comply with the policy on Vested Interest, set requirements that the directors and executives report to the Company on their own or their related person's vested interest relating to the management of business of the Company pursuant to Section 89/14 of the Securities and Exchange Act B.E. 2535 (1992) amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008). Such report shall constitute

information to support the Company's operations according to the requirement regarding related party transaction , which are transactions that may cause conflict of interest and lead to the siphoning of interest of the Company as follow:

- 5.1 The directors and the executives are required to report to the company their own stake, or those of their related persons in case of stake related to the management of business of the company filling in Form for Reporting on Stake of Directors and Executives as follows:
- * First report: It should be done by the 15th of the following month from the on which there is transaction of stake.
 - * Report on changes of information on stake: It should be made without delay, that is, within 3 business days from the date on which the information has changed by specifying the orderly number of such change.
- 5.2 The directors and executives shall submit report form of having their own stake or those of their related persons to the Company's Secretary for acknowledgement immediately or within the specified date. The Board of Directors has required that the basic reporting form "Report of Interest" of the Listed Companies Association.
- 5.3 The Company Secretary shall do as follows:
- * Submit a copy of the report on stake according to Section 89/14 to the Chief Executive Officer of the Company and the Chairman of the Audit Committee within 7 business days from the date on which the Company receives such report.
 - * Maintain reports on stake reported to the Company by directors and executives.
 - * Disclose the information on stake of directors and executives in the annual report (Form 56-2) and the annual registration statement (Form 56-1).

Section 5 Board Responsibilities

The Company is well aware of the importance of board Responsibilities with corporate governance for the best interests of the company. The board have leadership, vision, knowledge, ability, experiences and independence in making decisions for the best interests of the company and all shareholders.

1) Leadership and Visions

The Board of Directors has determined a vision and a mission as follows:

Vision

The Company operates its business by focusing on quality residences and responding to the customers' demands. We offer modern and technically-creative residences equipped with environmentally-friendly technology suitable to current circumstances.

Mission

1. The Company shall be determined on the development of residences, environment and services. The residences shall be outstanding, be of quality and offer a standard quality of life, building on the Company's image.
2. The Company shall set reasonable prices which allow the Company to compete in the market, mainly based on its capital cost and location.
3. The Company shall operate the business with good management systems under good governance principles.

Whereby the Board of Directors has reviewed and granted approval to the visions and mission every year in order for the executives and the employees to set the goals in the same direction. The board has determined the policies, objectives, business plans and budgets of the Company, as well as supervised the management to ensure the business has been implements in line with the laid-down plans and budgets in an efficient and effective manner.

2) Nomination the company's Directors , Audit , Independent

2.1) The Company's Directors

The Company does not set up a Nomination Committee for the purpose of Board Member selection. Nevertheless, the Company has established guidelines and criteria for such selection process. The Board of Directors will determine qualified persons to become its members, based on their abilities, experiences, vision and reliability. The Company's Articles of Association state that one third of the Director positions must become vacant each year in the annual Shareholder General Meeting. In order to re-elect the Directors, whose terms have expired, the proposal must be approved in the Shareholder Meeting. The Articles also state the guidelines for the Shareholder Meeting to nominate the Company's Directors.

Criteria the appointment the Company's Directors

1. The Board of Directors shall compose of at least five Directors, and at least half must be of Thai nationality. Persons appointed to the Board of Directors must possess qualifications as stated in article 68 of The Public Company Act of 1992 and guidelines as set forth by the Securities and Exchange Commission. The qualifications of each candidate are reviewed including their experiences, knowledge and capability for the business, and present the name list to the shareholders' meeting for the final selection.
2. At least one third of the Company's Board of Directors must be independent board members.
3. At every annual general shareholders' meeting, one third of the Directors has to retire. If the number of Directors cannot be divided exactly by three the number closest to one third shall be retired.
4. The election of Directors will be voted at the shareholders' meeting under the following conditions and procedures:
 - 4.1 The number of individual's vote equals to the number of shares s/he is holding.

- 4.2 Each individual's vote can be cast to vote for one or more nominees but the vote cannot be divided to preferred nominees.
- 4.3 After the vote, the nominated persons shall be ranked in descending order from the highest number of votes received to the lowest and shall be appointed as Directors in that order. The number of newly elected Directors must equal to the number of the vacating Directors. If two or more Directors are eligible for the same seat and earn the same number of votes, the Chairman has the power to make the final decision as to who will be elected.
5. In case of vacancy on the Board of Directors other than through retirement by rotation, the Board of Directors shall elect any person who is qualified and is not subject to prohibition under laws governing public companies as a substitute Director at the next Board meeting by a vote not less than three quarters of the number of Directors remaining, unless the remaining term of the said director is less than two months. The substitute director shall hold the position only for the remaining term of the director he replaces.
6. A resolution may be passed at the shareholders' meeting to remove directors from office prior to retirement by rotation, by a vote not less than three quarters of the number of shareholders attending the meeting who have the right to vote and who have shares totaling not less than half the number shares held by shareholders attending the meeting and having the right to vote.
7. According to Item 18 of the Regulation of the company, it is stated that in every Annual General Meeting of shareholders, one-third of the directors should be released from the post. If the number of the directors could not be equally divided into three parts, the number of directors left the post would be the nearest figure of one-third. For the first year and the second year after the registration of the company, directors would be released from the post by a luck draw. After that, directors with the longest period on the post shall be released from the post and such directors may be re-elected to the office.

Qualifications the Company's Directors

1. Each board member shall possess knowledge and capability, vision, honesty and integrity. Each member must possess high ethical standards, must possess a clean and transparent record of previous responsibilities and must have sufficient time to make meaningful contributions to the Company.
2. Each board member must possess the qualities and must not have been disqualified in relation to the guidelines set forth for publicly listed companies and/or any other applicable laws and regulations
3. Board members may serve as a board member for other Companies as long as such positions will not hamper the board member from fulfilling his/her duties as a member of the Company's board.
4. Board members must not operate, be partner in or be a shareholder in any business entity that operates in the same industry as that of the Company or is a competitor of the Company unless such position is disclosed to shareholders at the shareholders' meeting prior to the appointment to the Company's board.

5. The qualification of an independent director is similar to that of a member of the Audit Committee which complies with the Stock Exchange of Thailand's guidelines regarding the qualifications and responsibilities of members of the Audit Committee. The independent director's responsibility is to ensure that the interests of all shareholders are upheld. The independent directors are also to be allowed to freely provide thoughts and comments at Board meetings.
6. The Company provides for shareholders to nominate the names of directors advance.

2.2) The Audit Committee

The Board of Directors is responsible for nominating at least 3 Directors to join the Audit Committee. The Committee members will be selected from the Company's Independent Directors with appropriate qualities, as guided by the laws pertaining to securities and stock exchanges, including the announcement, rules and regulations of the Stock Exchange of Thailand, mandating the qualities and scope of authority of the Audit Committee. In addition, at least one of the Audit Committee members must have background in accounting and finance.

In addition, the Audit Committee is appointed by the resolution from the Shareholder Meeting, with 2-year term. The Committee's member whose term of office has ended may be reinstated.

Selection criteria of Independent Director and Audit Committee Director

- 1) Appointed by the Board of Directors or the shareholders of the Company to be the Audit Committee members and be independent directors.
- 2) Hold shares of not more than 1 percent of the voting shares of the Company, subsidiary companies, associated companies, or any juristic persons with potential conflict, including the shares held by related persons of such independent director and audit committee director.
- 3) Must not be nor have ever been a director with participation in management, a hired worker, an employee, an advisor with fixed salary, or a person with control over the Company, subsidiary companies, associated companies, or juristic persons with potential conflict, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director and audit committee director.
- 4) Must not be a person related by blood or by legal registration as father, mother, spouse, sibling, and offspring, including spouse of offspring of an executive or major shareholder, controlling person, or a person who will be nominated as executive or controlling person of the Company or subsidiary companies.
- 5) Must not have nor have ever had any business relationship with the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts to the extent that may obstruct the using of his/her independent discretion, and is not nor ever have been a major shareholder, a non-independent director and audit committee director or an executive of those with business relationship with the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts, unless having

been relieved from such title for not less than 2 years before the date of filing an application with the Office of the Securities and Exchange Commission.

- 6) Must not be nor have ever been an auditor of the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts, and is not a major shareholder, a non-independent director and audit committee director, an executive, or a managing partner of the audit firm where the auditors of the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts are working for, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director and audit committee director.
- 7) Must not be nor have ever been a provider of any professional service, including a legal consultant or financial consultant, with remuneration in excess of Baht2 million per annum from the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts. Where the provider of professional service is a juristic person, it shall include the major shareholders, non-independent director and audit committee director, executives, or managing partners of such professional service provider, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director and audit committee director.
- 8) Must not be a director appointed as the representative of the Company directors, major shareholders, or any shareholders who are connected persons of the major shareholders of the Company.
- 9) Must not possess any other characteristics that will prevent the independent expression of opinions in respect of the operations of the Company.
- 10) The Independent Director and Audit Committee Director who are qualified according to 1 - 9 may be assigned by the Board of Directors to make decision on the operations of the Company, the operations of the subsidiaries, associated companies or juristic entities which may have a conflict. The decision could be made in the form of panel.

3) The Company's Directors Structure

With the understanding of the importance of Policies on Corporate Governance, the Company's Board of Directors has set the policies focusing on the transparency of business operation, investigation and disclosure of information to the public and shareholders on a regular basis. We also give the attention to the internal control and auditing system including the effort to closely manage and control and the risks by taking into consideration the ethics of fair business operation to the customers, shareholders and stakeholders. The structure of the Company's directors is as follows:

- The Board of Directors 6 Persons
- The Independent and Audit Committee 3 Persons
- The Executive Committee 3 Persons

The Board of Director has been elected by the company whereby each director shall have the term of 2 years. In order to enhance the management efficiency, the check and balance has been clearly put in place. As such, no employee shall

have solely authority to sign or make decision. Moreover, a clear line of authority and segregation of function have been established. The structure of the management has been written in the annual report in order to be accordance with the good corporate governance of the Stock Exchange of Thailand. For more detail, please see “Management Structure”.

3.1) The Board of Directors

The Company’s Board of Directors perform the duties by taking into account integrity, transparency, fairness and maintenance of the Company’s interest.

The duties and responsibilities of the Board of Directors

1. Supervise and manage the Company’s business operations according to the laws, objectives, articles of association of the Company and regulations of concerned agencies as well as the resolutions of the shareholders’ meeting, and maintain the interest of the Company according to the business good governance principles. The Board of Directors must also disclose information in sufficient, correct, complete, standardized and transparent manner to shareholders and all relating parties.
2. Set out vision, mission, directions and strategies of the Company, consider and review such vision, mission and strategies regularly and grant approval every year to be in accordance with the Company’s business plan.
3. Grant approval to important strategies and policies including the objectives, financial goals and plans of the Company; monitor and supervise to ensure that the Company’s strategies and plans have been implemented.
4. Authorize the Chief Executive Officer to have the power to carry out the business operations of the Company as well as the power to appoint and remove the employees of the Company and determine the remuneration for working according to the policies of the Board of Directors; and authorize the employees with the operational powers in accordance with the business condition.
5. Determination duties and responsibilities of the Executive and Management Committee clearly.
6. Organize the annual ordinary general meeting of shareholders within 4 months from the closing date of the accounting year of the Company, and organize the extraordinary meeting of shareholders when necessary.
7. Organize the meeting of the Board of Directors every quarter and there must be not less than one half of the number of Directors attending the meeting; the decision of the meeting must be made by a majority vote; if there is a tie of votes, the Chairman can have a casting vote.
8. The Board of Directors may appoint a number of Directors and/or Executives, as appropriate, to form an Executive Committee and assign them to manage the Company on their behalf. The Board of Directors will appoint one among the Executive Committee to be the Chief Executive Officer. The Board of Directors may only empower the Executive Committee to manage the Company within their scope of authority and responsibilities, as stated by the law, and they must clearly specify the scope of authority and responsibilities of the Executive Committee.

9. The Directors may not initiate a business that directly competes with the Company. They also may not become partners in any ordinary partnerships, general partners in any limited partnerships, or directors of any companies that pose direct competition to the Company.
10. Arrange for disclosure of correct, clear, transparent, reliable and high standard information.
11. Arrange for a preparation of statements of financial position and income statements as at the ending date of the accounting year of the Company and the Board of Directors must arrange for an audit by the auditor before to be presented to the annual ordinary meeting of shareholders for approval.
12. Arrange for a report on important financial and general information to the shareholders in a correct, complete and sufficient manner; and confirm the verification of information reported.
13. The Board of Directors is responsible for the review and approval of the Company's periodical and annual financial statements, as well as ensuring that the financial statements are produced in accordance to the general accounting standard.
14. The Board of Directors must review the adequacy and appropriateness of the Company's internal control system and risk management procedures.
15. The Board of Directors must ensure that the Company's operation receive sufficient audition from the internal Auditor and external Certified Accountant.
16. The Board of Directors has the duty to propose remuneration for directors to be approved by the Annual Ordinary General Meeting of Shareholders.
17. The Board of Directors has the duty to evaluate the performance of Executive Management and set out remuneration in accordance with their performance.
18. The Company's directors have a duty to participate in a meeting of shareholders at all times, and shareholders can inquire the Chairman of the Board and the auditors of the Company on the issues involved.

To exercise their authority in the following Company's affairs, the Board of Directors must first receive the approval from the Board Meeting through the majority voting of attending Directors, and also from the Shareholder Meeting with the approval resolution produced by at least 75% of attending Shareholders with voices.

- (a) Sale or transfer of the entire or the significant portion of the Company's business to other parties.
- (b) Acquisition or transfer of other public or private company's business to become part of the Company's.
- (c) Amendments to the Company's Memorandum of Association or Articles of Association.
- (d) Increase or decrease of the Company's capitals, or issuance of debentures.
- (e) Corporate merger or dissolution.

Secretary of the Board

The Board of Director passed a resolution to appoint Miss.Jantamat Hankimhunt to hold secretary office according to the meeting resolution of Board of Directors no.4/2014 on 13 November, 2014, has acted as

the Company Secretary since December 17, 2014 to oversee Board activities and assist the Board and the Company in complying with related laws and regulations and in promoting good corporate governance, to oversee the organization of shareholders and Board meetings in conformity with laws and the Company's Articles of Association and procedures, and to oversee the preparation and storage of meeting support documents and follow up to ensure compliance with the shareholders' and Board resolutions. The Company has defined the Secretary's role, duties and responsibilities in the Corporate Governance Policy Manual, as it envisions the importance and necessity of secretary role in the development of its corporate governance system. The Secretary can be reached at Jantamat@rockgarden.co.th, investor@rockgarden.co.th or phone number 02-934-7000 ext. 216

Required Qualifications and Experience for Company Secretary

1. Being knowledgeable in and having an understanding of the laws and regulations concerning the company and regulatory body in relation to the law on public limited companies and the law on securities and stock exchange; passing a training course on company secretary duty performance.
2. Being knowledgeable and having an understanding of good corporate governance and corporate governance best practices.

Company Secretary's scope of duties and responsibilities:

1. To produce and keep
 - Record of Directors,
 - Notice of Board of Directors meeting, minutes of Board of Directors meeting and company's annual report,
 - Notices and minutes of all shareholders' meetings.
2. To keep all interest or conflicts of interest report reported by directors or any members of management team.
3. To perform any other action as determined by Capital Market Supervisory Board.

3.2) The Executive Committee

Scope of Authority and Responsibilities of the Executive Committee

1. The Executive Committee is responsible for the consideration of the annual budget allocation, proposed by the management team, before taking it to the Board of Directors for approval. The responsibilities also include the urgent review and approval of the amendments and the additions to the annual expense budget in the events of no scheduled Board Meeting. The executive decisions must, however, be informed to the Board of Directors in the soonest Board Meeting.
2. The Executive Committee is responsible for the consideration of the Company's policies, directions, strategies and management structure. The Executives must also set the guidelines for the operations that correspond to the circumstances of economy and market competition, as reported by the management team, before proposing them to the Board of Directors for approval.

3. The Executive Committee must ensure that the Company effectively operates in accordance with the policies and operational guidelines.
4. The Executive Committee has the authority to appoint the Managing Director, and to discharge personnel below the position of the Managing Director from their positions.
5. The Executive Committee is responsible for the allocation of gratuity, after the approval from the Board of Directors, to the employees, workers or anyone who act on the Company's best interest.
6. The Executive Committee is authorized, following the approval from the Board, to endorse the Company's financial transactions, such as account opening, loans, pledges, mortgages, as well as land trading and registration of land ownership, providing the transactions are in line with the Company's objective, and performed to promote the Company's benefits.
7. The Executive Committee is responsible for carrying out any other assignments the Board of Directors entrusts it with. Nevertheless, the empowerment of the Board of Directors to the Executive Committee must be within the legal scope of authority and responsibilities of the Executive Committee.

The Executive Committee is not authorized to conduct any of the following affairs, or related matters, without first proposing to the Audit Committee for its opinion, and proposing to the Board of Directors and / or the Shareholder Meeting for approval: (a) connected transactions; (b) trading transactions of Company's significant assets; and / or (c) transactions that involve parties who have potential conflicts of interest with the Company and its subsidiaries, (if any).

Furthermore, in conducting the connected transactions or trading transactions of Company's significant assets, as defined in the regulations of the Stock Exchange of Thailand, as well as the above transactions involving other listed companies, the Executive Committee must first obtain approval from the Shareholders in a Shareholder Meeting, or by any other mean possible, according to the regulations of the Stock Exchange of Thailand.

3.3) The Audit Committee

The Audit Committee is an independent party elected to join the Board of the Directors, with responsibilities to examine the financial information proposed to Shareholders and other related parties, to investigate the internal control system, to conduct internal audit processes, and to communicate with the Company's external auditor.

Scope of Authority and Responsibilities of the Audit Committee

1. The Audit Committee is responsible for investigating, in concert with the Company's external auditor, whether the Company's financial reports are accurately produced, with adequate disclosure. The Committee may voice its opinion to the Auditor, as well as review and investigate any transactions it sees fit.

2. The Audit Committee is responsible for investigating, in concert with the Company's external auditor and internal auditor, whether the Company's internal control and internal audit processes are appropriately in place and effectively performed.
3. The Audit Committee is to determine the scope of the investigation and the audit plans for the external auditor and internal auditor that are in accord, when investigating the financial transactions.
4. The Audit Committee is responsible for the selection and proposal of the Company's auditor and his compensation to the Board of Directors. The decision for appointment must come from the Shareholder Meeting.
5. The Audit Committee must consider the disclosure of corporate information regarding to related-party transactions or transactions inducing conflicts of interest with all due accuracy and completeness.
6. The Audit Committee is responsible for investigating whether the activities of the Company conform to all laws pertaining to securities and the stock exchange, the regulations of the Stock Exchange of Thailand, and the laws relevant to the Company's business.
7. The Audit Committee is responsible for other matters assigned to it by the Board of Directors and agreed by the Audit Committee itself. Examples include the reviews of financial management and risk management policies, the reviews of the Company's operation in accordance with the executive business ethics and the review, in concert with the Company's executive, of significant transactions that, as enforced by the laws, must be presented to the public, such as the executive reports and analyses.
8. The Audit Committee must organize a report on the activities of the Audit Committee, signed by the Chairman of the Audit Committee, which must be included in the Company's Annual Report. The contents of the report include the following:
 - (a) The Committee's opinions on the process of producing and information disclosure in the Company's financial reports, as to whether it is accurate, complete and reliable.
 - (b) The Committee's opinions on the adequacy of the Company's internal control system.
 - (c) The Committee's rationale for its confidence, such that it's appropriate to continue to appoint the current Company's auditor for another period.
 - (d) The Committee's opinions on the conformance of the Company's operations to all laws pertaining to securities and the stock exchange, the regulations of the Stock Exchange of Thailand, and the laws relevant to the Company's business.
 - (e) Any other matters that the Committee considers appropriate to inform the Shareholders and general investors, which do not exceed the scope of authority and responsibilities of the Committee assigned by the Board of Directors.

4) Setting up remuneration

4.1) Remunerations of the Company's Directors and Audit Committee Director

The Company attaches importance to good corporate governance system, it therefore has set a transparent policy to compensate all the Directors with remunerations and other benefits that are fair for their responsibilities and contributions.

The Chairman of the Board authorized the remunerations to be paid to the Company's Directors and Audit Committee in 2016 to be no greater than 1.5 million Baht, to be same the 2015. The Remuneration has determined from the remuneration generally paid in the same industry and expansion of the business.

The directors' remunerations and Audit Committee have not been set by the Remuneration Committee since the company has not had the Remuneration Committee. The Remuneration Committee were approved by the Board of Directors.

The remuneration of Directors and Audit Committee must be approved by the shareholders at all times. The shareholders' meeting approved by at least two-third of the number of shareholders present and vote at the meeting.

4.2) Remunerations to management, managing officers, and staff

Monetary remunerations

The company has set the criteria on the remunerations which include salary, living expenses, wages, allowances, provident fund and bonus. The company has compared its remuneration structure with those of the companies in the same industry and has developed the key performance indicators so that the remunerations can be fair and transparent including being good incentives.

Non-monetary remunerations

The company has placed great emphasis on the human resource of the company. As such, the company has developed and encouraged the bond and good attitude of the staff toward the company. The company has offered the staff the accident insurance for those with operational risks, medical care (annual check up), provident fund, accommodation and public utility for those who work in the provincial areas.

5) Self-Assessment of the Board

An self-assessment process has implemented for the Board of Directors. The assessment evaluates the performance of the Board of Directors, which enables to review the problems and obstacles encountered along with the progress made in the past year. Reflection of the review is used as reference and guideline for developing and modifying strategies and policies for the coming year.

In 2016, the Company arranged for all the directors to conduct 2 topics performance assessments, as follows:-

- 1) Self Assessment for the board of directors as a whole
- 2) Self Assessment of the board of directors and of committee members on an individual basis

Assessment Process and Criteria

The Board's Self-Evaluation Form is a form used to evaluate the performance of the board of directors as a whole and individual basis. The evaluation guideline was adapted and adjusted from the Stock Exchange of Thailand to suit the characteristics and structure of the board. The evaluation result has an important role to develop the efficient and effective performance and operation of the board. Topics of evaluation are:

<u>Scores</u>	<u>Grade</u>
Over 90%	Excellent
Over 80%	Very good
Over 70%	Good
Over 60%	Fair
Below 60%	Improvement needed

Assessment results of each committee can be summarized as follows:-

1) Self Assessment for the board of directors as a whole, consisting of 6 sections, namely:-

1. Board structure and qualifications
2. Roles, duties and responsibilities of the board
3. The board meeting
4. Duties of directors
5. Relationship with management
6. Director's self improvement and management training

The summary of self assessment for the board of directors as a whole in 6 topics showed that most activities were good / the best appropriately. The average point at the very good level, equivalent to 89.01%

2) Self Assessment of the board of directors and of committee members on an individual basis, consisting of 3 sections, namely:-

1. Board structure and qualifications
2. The board meeting
3. Roles, duties and responsibilities of the board

The summary of self assessment of the board of directors and of committee members on an individual basis in 3 topics showed that most activities were the best /the best appropriately. The average point at the excellent level, equivalent to 95.48%

Procedure

The Company secretary submits the evaluation form for all directors to evaluate themselves at the end of each year. The secretary will also collect and report the summary of results to the board meeting for consideration, acknowledgement and discussion every year.

6) Board Board Meetings

The Board of Directors has set a guideline for holding at least 4 meetings annually and calls for an extraordinary meeting when necessary. All members of the Board are required to attend meetings except in cases of emergency. The Chairperson and the Managing Director are responsible for determining the appropriate agendas and its sequence while allowing other Board Members to submit other agendas for consideration. The agenda of each Board meeting is clear and the Company sends agendas and related documents to the Board seven days prior to the meeting date so that Board members have sufficient time to study the issues beforehand. Additional information on each agenda can be sought from the Company's Secretariat.

The Chairman emphasizes due care and careful judgment and provides sufficient time for the thorough discussion and consideration of matters. The Company Secretary is charged with issuing invitations and supporting Board members with all necessary documentation in preparation for Board meetings. The minutes to all Board meetings are prepared by the Company Secretary, which must be approved by the Board of Directors prior to safekeeping and for future reference by stakeholders.

In 2016, the Board of Directors met in ordinary Board meeting total 4 times. Attendance record of Board members is disclosed in the "Management Structure".

7) Training and Development for Directors and the Management

It is a company's policy to encourage all members of the Board to undertake some training courses from Thai Institute of Directors (IOD) which are relating to their positions and responsibilities in order to enhance their knowledge and capability to efficiently govern the company. For the directors who have just been elected, each director shall be informed of the information of the company, rules and regulations, business model of the company, which is relevant to their duties. Moreover, various trainings shall be provided to such directors in order to continually enhance their knowledge. The training information shall be published on 56-1 and the annual report. For more details, please see "Directors' profile"

8) Conflicts of Interests

The Company has the policy to eliminate the conflicts of interest by allowing the audit committee to consider and approve the transactions. The audit committee will bring all issues to the Board of Directors' meeting for consideration where the stakeholders of the particular issue will be required not to vote for justice and best company's benefit purposes. The Company always operates the business according to the rules of the Stock Exchange of Thailand, and discloses details, value, contracts and other necessities in the annual report and Form 56-1. For the usage of inside information, the Company's policy indicates that the management must follow Section 59 of Stock & Stock Market Act, B.E.1992 and are not allowed to use inside information for personal benefits

9) Business Ethics

The Company's Board of Directors and management promote the employee's honesty and responsibility to the stakeholders, shareholders and all parties concerned. This is important in order to build an organizational culture with social responsibility. The Company has required that the executive board conform the Best Code of Practices based on SET's guidelines.

Corporate Social Responsibility

Baan Rock Garden Public Company Limited is committed to code of conduct, good governance and social responsibilities.

The Company therefore emphasizes on “Corporate Social Responsibility”, as its main policy, together with business operation. The Company supported non-profit organizations and launched projects and activities benefiting the public.

Community

Baan Rock Garden Public Company Limited, with the collaboration of Wang Thong Lang Police Station, donated gifts as prizes and gifts for children on the Child Day annually held at sport arena of Wang Thong Lang Police Station.



Education

Baan Rock Garden PCL has recognized problems of visual impaired youth and children. To promote their learning, the Company grants scholarships, sport equipment and teaching materials to teachers and students of Thammik Wittaya School, Khaoyoi District, Petchaburi Province.

Environment

Baan Rock Garden PCL, has activities to benefit the society and the environment at National Parks Namtok Chet Sao Noi, district Muak Lek, province Saraburi, With the staff of National Parks make to build check dams. The company aims to raise awareness on the conservation of water resources, and understand the benefits of build check dams. And promoting use water saving, to know the value of water, public relations sustainable tourism.



Volunteer Spirit

- **Blessing to His Majesty the King**

To express the royalty to His Majesty the King, this activity is a part of the celebrations in honor of His Majesty the King's birthday anniversary and the Father's Day.

- **Energy Saving and Resource Reservation Campaign**

The Company promoted staff awareness on energy saving and resource reservation starting from internal initiatives such as reuse, reduction, recycle. The Company also encouraged staff behaviors on energy saving i.e. water energy or electricity energy by turning off after use.

- **Management and Staff Participation in Social Sharing Activities**

Participation in Social Sharing Activities is part of the Company's corporate social responsibility policy. The management and staff participated in donation money, computer equipment, books, clothing, electrical equipment, and the use of good condition to The Mirror Foundation, Child Protection Foundation, World Vision Foundation of Thailand, Association of Persons with Physical Disability International etc. In addition the Company also participating in children's day event of the village Rock Garden Airport Phase 1, which has set up a legal entity village already.



The Company's Securities And Shareholders

1. Ordinary Shares

	2013	2014	2015	2016
Authorized capital				
● Value (Baht)	1,025,000,000	1,025,000,000	1,229,999,916	1,231,099,916
● No. of Share (Shares)	1,025,000,000	1,025,000,000	1,229,999,916	1,231,099,916
Paid-up capital				
● Value (Baht)	1,024,999,930	1,024,999,930	1,024,999,930	1,024,999,930
● No. of Share (Shares)	1,024,999,930	1,024,999,930	1,024,999,930	1,024,999,930
- Par value (Baht / Shares)	1.00	1.00	1.00	1.00

*On 11 April 2013 The company has registered the capital increase with the Ministry of Commerce 1,025,000,000 Baht (1,025,000,000 ordinary shares at 1.00 baht par) from the amount of 1,000,000,000 Baht to of 1,025,000,000 Baht or increase of 25,000,000 Baht to support the payment of dividend by allocating shares to shareholders whom have name on book closing date of the transfer of shares entitled to participate at the AGM 1/2013 and the right to receive dividends on 7 March 2013 and to collect a list under section 225 of the Securities and Exchange Act. Payable by the Register of Shareholders on 8 March 2013.

*On 7 May 2013 The company has registered the paid-up capital increase with the Ministry of Commerce 1,024,999,930 Baht (1,024,999,930 ordinary shares at 1.00 baht par) from the amount of 1,000,000,000 Baht to of 1,024,999,930 Baht or increase of 24,999,930 Baht. As a result of the payment of dividend by allocating shares to shareholders whom have name on book closing date of the transfer of shares entitled to participate at the AGM 1/2013 and the right to receive dividends on 7 March 2013 and to collect a list under section 225 of the Securities and Exchange Act. Payable by the Register of Shareholders on 8 March 2013.

*On 8 April 2015 The company has registered the capital decrease with the Ministry of Commerce 1,024,999,930 Baht (1,024,999,930 ordinary shares at 1.00 baht par) from the amount of 1,025,000,000 Baht to of 1,024,999,930 Baht or decrease of 24,999,930 Baht by cancelling 70 authorized but unissued shares at the par value of Baht 1 per share to support the issuance and allocation of BROCK-W1 Warrants in the number of up to 204,999,986 units to be allocated to the existing shareholders of the Company pro rata to their respective shareholding (Rights Offering). The Company therefore is required to increase the registered capital of the Company to accommodate the exercise of BROCK-W1 Warrants and to comply with Section 136 of the Pubic Company Limited Act B.E. 2535 (1992) (as amended), the Company would be required to decrease its registered capital of the Company.

*On 9 April 2015 The company has registered the capital increase with the Ministry of Commerce 1,229,999,916 Baht (1,229,999,916 ordinary shares at 1.00 baht par) from the amount of 1,024,999,930 Baht to of 1,229,999,916 Baht or increase of 204,999,986 Baht to support the issuance and allocation of BROCK-W1 Warrants in the number of up to 204,999,986 units to be allocated to the existing shareholders of the Company pro rata to their respective shareholding (Rights Offering).

*On 25 April 2016 The company has registered the capital increase with the Ministry of Commerce 1,231,099,916 Baht (1,231,099,916 ordinary shares at 1.00 baht par) from the amount of 1,229,999,916 Baht to of 1,231,099,916 Baht or increase of 1,100,000 Baht to support the adjustment of the dividend exceeds that specified in the Terms and Conditions of the BROCK-W1 Warrants with a par value of 1.00 baht per share.

2. Shareholders

Major Shareholders

As of 31 December 2016, the company's registered capital totaled 1,231,099,916 Baht (1,231,099,916 ordinary shares at 1.00 Baht par) while the paid-up capital totaled 1,024,999,930 Baht (1,024,999,930 ordinary shares at 1.00 Baht par) The book closing date on 4 March 2016, the lists of 10 major shareholders are as follows:

No.	Name of the person/ company	No. of shares (shares)	% of total shares
1	Mr.Virat Chinprapinporn	215,371,052	21.012%
2	Mrs.Nongnoi Silaparat	118,467,091	11.558%
3	Mr.Sompong Chonkadeedamrongkul	110,413,600	10.772%
4	Mrs.Naowanij Silaparat	83,719,950	8.168%
5	Mrs.Naowaratlalit Kasetsuwan	82,972,293	8.095%
6	Ms.Naowaruji Brennan	81,800,000	7.980%
7	Ms.Naowarat Suthamjariya	81,600,000	7.961%
8	Mrs.Naowanart Jamornmarn	57,379,893	5.598%
9	Mr.Pittaya Rungwatanasopon	12,130,000	1.183%
10	Ms.Kanittha Chonkadeedamrongkul	10,000,000	0.976%
Total holding shares		853,853,879	83.303%
Total all stock		1,024,999,930	

3. Other Securities

3.1 Warrants

(A) The warrants to purchase the newly issued ordinary shares of the Company No.1 (BROCK-W1), Issued to the existing shareholders of the Company pro rata to their respective shareholding (Rights Offering), at no cost

**The Company issued and allocated the Warrants to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of every 5 existing shares for 1 unit of Warrants, pursuant to the resolutions of the Annual General Meeting of Shareholders No. 1/2015, held on 2 April 2015, details of which are set out as follows:

Name of securities	:	Warrants to Purchase the Newly Issued Ordinary Shares.
Securities Issuer	:	Baan Rock Garden Public Company Limited.
Warrant trading symbol	:	BROCK-W1
Secondary market	:	The Stock Exchange of Thailand "SET"
Trading date	:	16 June 2015

Number of listed warrant	:	204,969,911
(unit : warrant)		
Exercise ratio	:	1 unit of Warrants shall be entitled to purchase 1 newly issued ordinary share
Exercise price	:	Baht 3.50 per share
Term of Warrants	:	3 years from the issuance date. The Company shall not extend the term of the Warrants after the issuance.
Exercise date	:	The last business day of March , June , September , December after the issuance date.
Issuance date	:	2 June 2015
Expiration date	:	1 June 2018
Price per unit	:	Baht 0 (at no cost)
The first Exercise Date	:	30 September 2015
The last Exercise Date	:	1 June 2018

** The Board of Directors' Meeting No.1/2016, held on February 18, 2016. The Board of Directors for Baan Rock Garden Public Company Limited had approve for year 2015 dividend payment at 0.02 Baht per share. The dividend will be paid to the shareholders whose names appearing in the Company's Shareholders Registration Book as of the date on which such Shareholders Registration Book is to be closed for suspension of share transfer in order to determine the shareholders entitled to dividend. The dividend payment exceeds that specified in the Terms and Conditions of BROCK-W1 warrants according to Clause 5 (e), Cause of the Company shall adjustment of rights the new exercise price and new exercise ratio as follows:

Exercise Price	:	Before	3.50	Baht per Share.
		After	3.48	Baht per Share.
Exercise Ratio	:	Before	1 unit of Warrants shall be entitled to purchase 1 newly issued ordinary share.	
		After	1 unit of Warrants shall be entitled to purchase 1.0052 newly issued ordinary share.	

With become effective immediately from the first day on which the purchases of the Company's ordinary shares shall not be entitled to receive such dividend distribution (the first day on which the SET posts XD sign) is 1 March 2016.

** In September 2015, no warrant was exercised, leaving the outstanding number at 204,969,911 units.

** In December 2015, no warrant was exercised, leaving the outstanding number at 204,969,911 units.

** In March 2016, no warrant was exercised, leaving the outstanding number at 204,969,911 units.

** In June 2016, no warrant was exercised, leaving the outstanding number at 204,969,911 units.

** In December 2016, no warrant was exercised, leaving the outstanding number at 204,969,911 units.

Period	Warrant Exercise (Unit)	Outstanding (Unit)
September 2015 -		204,969,911
December 2015 -		204,969,911
March 2016 -		204,969,911
June 2016 -		204,969,911
September 2016 -		204,969,911
December 2016 -		204,969,911

4. Policy on dividend payment

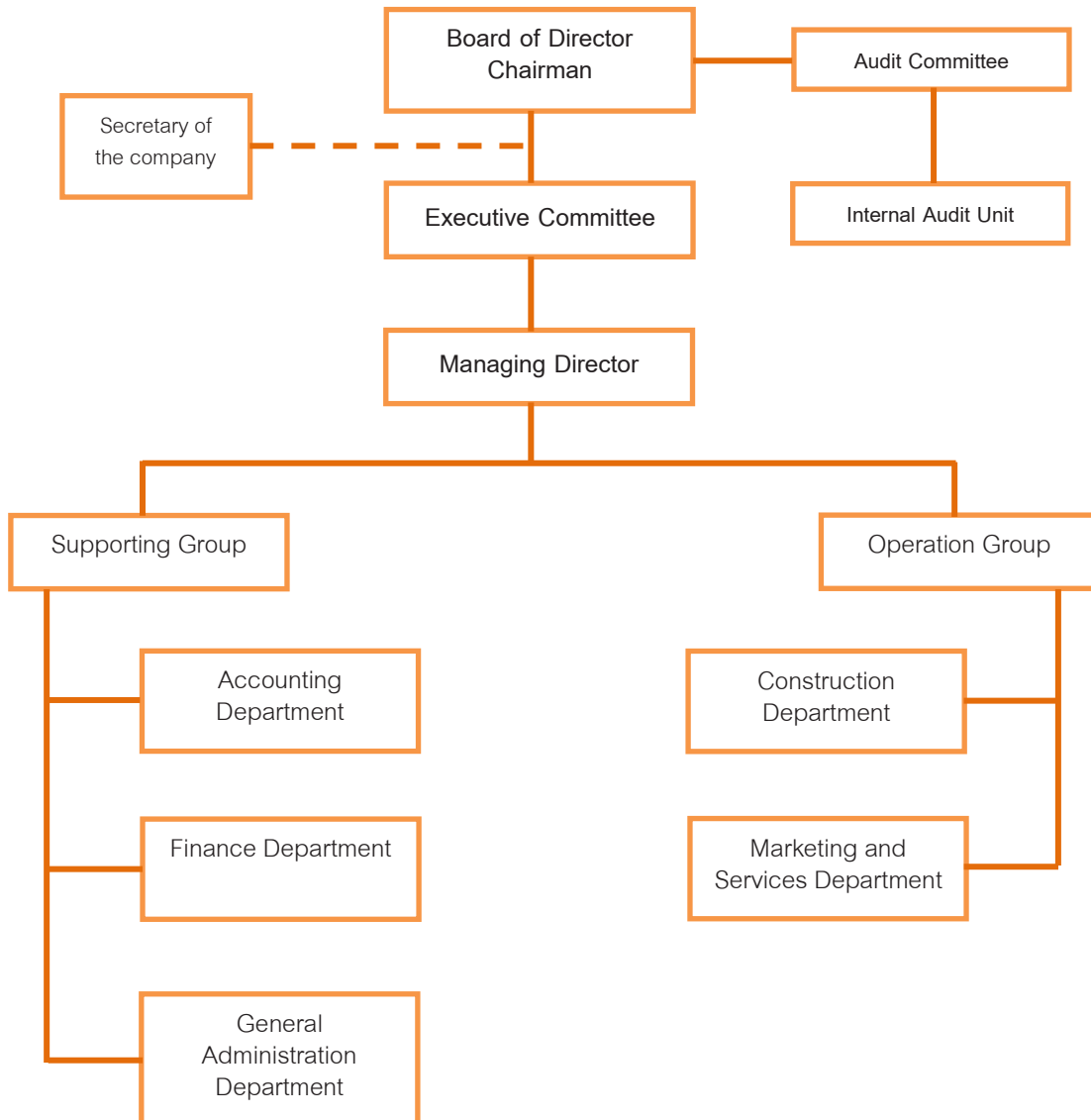
The Company had a policy to payment of annual dividend to the rate of not less than 30% of the Company's net profit. Less corporate income tax. The consideration factors for dividend payment must include the Company's performance and financial position, its liquidity, expansion plan and other factors relevant to the Company's management. The dividend payment must be approved by the resolution of the shareholder's meeting, as appropriately agreed by the Board of Directors.

Comparison of the dividend rate of the proposed year and previous year

Details of dividend payment	2556 (proposed year 2557)	ปี 2557 (proposed year 2558)	ปี 2558 (proposed year 2559)
1. Retained Earnings to Unappropriated (Baht)	142,925,098.50	154,421,020.37	162,171,864.34
2. Net profit (Baht)	(15,501,645.48)	12,135,962.91	8,260,802.96
3. Total number of shares eligible for the annual dividend (Shares)	1,024,999,930	1,024,999,930	1,024,999,930
4. Annual dividend paid per share (Baht: Share)	-	-	0.020
5. Total dividends (Baht)	-	-	20,499,998.60
6. Benefits to other forms	-	Warrant BROCK-W1	-
7. Proportion of dividend to net profit	-	-	248.16 %
8. Proportion of retained earnings to unappropriated	-	-	12.64 %

Management Structure

Corporate Structure of Baan Rock Garden Public Company Limited



The Company's Directors Structure

The Company's Directors structure consists of 3 committees, namely

- The Board of Directors 6 Persons
- The Independent and Audit Committee 3 Persons
- The Executive Committee 3 Persons

A) The Board of Directors

2016, The Board of Directors comprise of the following 6 persons :

No.	Board Members	Positions
1.	Mr. Virat Chinprapinporn	Chairman of the Board of Director
2.	Mr. Surapol Satimanont	Director / Independent and Chairman of Audit Committee
3.	Mr. Wanchai Mekasut	Director / Independent and Audit Committee
4.	Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee
5.	Mrs. Naowanit Silaprarat	Director and Managing Director
6.	Mrs. Naowarat Suthamjariya	Director
Ms.Jantamat Hankimhunt is Corporate Secretary to the Board of Director until 17 December 2014.		

The total number of Board Meetings and the number of Board Meetings each Director attended during the years 2015 and 2016

No.	Board Members	2015	2016
		Number of Meetings attended / total number	Number of Meetings attended / total number
1.	Mr. Virat Chinprapinporn	4 / 4	4 / 4
2.	Mr. Surapol Satimanont	4 / 4	4 / 4
3.	Mr. Wanchai Mekasut	4 / 4	4 / 4
4.	Mr. Preecha Jenthanavijit	4 / 4	4 / 4
5.	Mrs. Naowanit Silaprarat	4 / 4	4 / 4
6.	Mrs. Naowarat Suthamjariya	4 / 4	4 / 4

Remark :

- The Board of Directors Meeting No. 1/2559 held on Thursday 18 February 2016 unanimously approved to appoint Mr.Virat Chinprapinporn , Mr.Preecha Jenthanavijit and Mrs.Naowarat Suthamjariya which was the Directors to retire by rotation at this time. To serve as the Company's directors for another term. And The Board of Directors proposes to the Annual General Meeting of Shareholders No. 1/2559 held on Monday 4 April 2016 had considered and unanimously resolved to appoint three persons to serve as directors for another term.

Authorized Directors

The Authorized Directors comprise

No.	Board Members	Positions
1.	Mr. Virat Chinprapinporn	Chairman of the Board
2.	Mrs. Naowanit Silaprarat	Director and Managing Director
3.	Mrs. Naowarat Suthamjariya	Director
4.	Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee

Any two of the above may sign along with the Company's seal affixed.

The Company's Board of Directors perform the duties by taking into account integrity, transparency, fairness and maintenance of the Company's interest.

The duties and responsibilities of the Board of Directors

1. Supervise and manage the Company's business operations according to the laws, objectives, articles of association of the Company and regulations of concerned agencies as well as the resolutions of the shareholders' meeting, and maintain the interest of the Company according to the business good governance principles. The Board of Directors must also disclose information in sufficient, correct, complete, standardized and transparent manner to shareholders and all relating parties.
2. Set out vision, mission, directions and strategies of the Company, consider and review such vision, mission and strategies regularly and grant approval every year to be in accordance with the Company's business plan.
3. Grant approval to important strategies and policies including the objectives, financial goals and plans of the Company; monitor and supervise to ensure that the Company's strategies and plans have been implemented.
4. Authorize the Chief Executive Officer to have the power to carry out the business operations of the Company as well as the power to appoint and remove the employees of the Company and determine the remuneration for working according to the policies of the Board of Directors; and authorize the employees with the operational powers in accordance with the business condition.
5. Determination duties and responsibilities of the Executive and Management Committee clearly.
6. Organize the annual ordinary general meeting of shareholders within 4 months from the closing date of the accounting year of the Company, and organize the extraordinary meeting of shareholders when necessary.
7. Organize the meeting of the Board of Directors every quarter and there must be not less than one half of the number of Directors attending the meeting; the decision of the meeting must be made by a majority vote; if there is a tie of votes, the Chairman can have a casting vote.
8. The Board of Directors may appoint a number of Directors and/or Executives, as appropriate, to form an Executive Committee and assign them to manage the Company on their behalf. The Board of Directors will appoint one among the Executive Committee to be the Chief Executive Officer. The Board of Directors may only empower the Executive Committee to manage the Company within their scope of authority and responsibilities, as stated by the law, and they must clearly specify the scope of authority and responsibilities of the Executive Committee.
9. The Directors may not initiate a business that directly competes with the Company. They also may not become partners in any ordinary partnerships, general partners in any limited partnerships, or directors of any companies that pose direct competition to the Company.
10. Arrange for disclosure of correct, clear, transparent, reliable and high standard information.
11. Arrange for a preparation of statements of financial position and income statements as at the ending date of the accounting year of the Company and the Board of Directors must arrange for an audit by the auditor before to be presented to the annual ordinary meeting of shareholders for approval.
12. Arrange for a report on important financial and general information to the shareholders in a correct, complete and sufficient manner; and confirm the verification of information reported.

13. The Board of Directors is responsible for the review and approval of the Company's periodical and annual financial statements, as well as ensuring that the financial statements are produced in accordance to the general accounting standard.
14. The Board of Directors must review the adequacy and appropriateness of the Company's internal control system and risk management procedures.
15. The Board of Directors must ensure that the Company's operation receive sufficient audition from the internal Auditor and external Certified Accountant.
16. The Board of Directors has the duty to propose remuneration for directors to be approved by the Annual Ordinary General Meeting of Shareholders.
17. The Board of Directors has the duty to evaluate the performance of Executive Management and set out remuneration in accordance with their performance.
18. The Company's directors have a duty to participate in a meeting of shareholders at all times, and shareholders can inquire the Chairman of the Board and the auditors of the Company on the issues involved.

To exercise their authority in the following Company's affairs, the Board of Directors must first receive the approval from the Board Meeting through the majority voting of attending Directors, and also from the Shareholder Meeting with the approval resolution produced by at least 75% of attending Shareholders with voices.

- (a) Sale or transfer of the entire or the significant portion of the Company's business to other parties.
- (b) Acquisition or transfer of other public or private company's business to become part of the Company's.
- (c) Amendments to the Company's Memorandum of Association or Articles of Association.
- (d) Increase or decrease of the Company's capitals, or issuance of debentures.
- (e) Corporate merger or dissolution.

Secretary of the Board

The Board of Director passed a resolution to appoint Miss.Jantamat Hankimhunt to hold secretary office according to the meeting resolution of Board of Directors no.4/2014 on 13 November, 2014, has acted as the Company Secretary since December 17, 2014 to oversee Board activities and assist the Board and the Company in complying with related laws and regulations and in promoting good corporate governance, to oversee the organization of shareholders and Board meetings in conformity with laws and the Company's Articles of Association and procedures, and to oversee the preparation and storage of meeting support documents and follow up to ensure compliance with the shareholders' and Board resolutions. The Company has defined the Secretary's role, duties and responsibilities in the Corporate Governance Policy Manual, as it envisions the importance and necessity of secretary role in the development of its corporate governance system. The Secretary can be reached at Jantamat@rockgarden.co.th , investor@rockgarden.co.th or phone number 02-934-7000 ext. 216

Required Qualifications and Experience for Company Secretary

1. Being knowledgeable in and having an understanding of the laws and regulations concerning the company and regulatory body in relation to the law on public limited companies and the law on securities and stock exchange; passing a training course on company secretary duty performance.
2. Being knowledgeable and having an understanding of good corporate governance and corporate governance best practices.

Company Secretary's scope of duties and responsibilities:

1. To produce and keep
 - Record of Directors,
 - Notice of Board of Directors meeting, minutes of Board of Directors meeting and company's annual report,
 - Notices and minutes of all shareholders' meetings.
2. To keep all interest or conflicts of interest report reported by directors or any members of management team.
3. To perform any other action as determined by Capital Market Supervisory Board.

B) The Executive Committee

The Executive Committee comprises the following 3 executive members:

No.	Executive Members	Position
1.	Mr. Virat Chinprapinporn	Chief Executive Officer
2.	Mrs. Naowanit Silaprarat	Director and Managing Director
3.	Mr.Phisitsak Premprichayan	Department Head of Corporate Accounting
Mr.Phisitsak Premprichaya is the Department Head of Corporate Accounting until 13 November 2014.		

Scope of Authority and Responsibilities of the Executive Committee

1. The Executive Committee is responsible for the consideration of the annual budget allocation, proposed by the management team, before taking it to the Board of Directors for approval. The responsibilities also include the urgent review and approval of the amendments and the additions to the annual expense budget in the events of no scheduled Board Meeting. The executive decisions must, however, be informed to the Board of Directors in the soonest Board Meeting.
2. The Executive Committee is responsible for the consideration of the Company's policies, directions, strategies and management structure. The Executives must also set the guidelines for the operations that correspond to the circumstances of economy and market competition, as reported by the management team, before proposing them to the Board of Directors for approval.
3. The Executive Committee must ensure that the Company effectively operates in accordance with the policies and operational guidelines.
4. The Executive Committee has the authority to appoint the Managing Director, and to discharge personnel below the position of the Managing Director from their positions.

5. The Executive Committee is responsible for the allocation of gratuity, after the approval from the Board of Directors, to the employees, workers or anyone who act on the Company's best interest.
6. The Executive Committee is authorized, following the approval from the Board, to endorse the Company's financial transactions, such as account opening, loans, pledges, mortgages, as well as land trading and registration of land ownership, providing the transactions are in line with the Company's objective, and performed to promote the Company's benefits.
7. The Executive Committee is responsible for carrying out any other assignments the Board of Directors entrusts it with. Nevertheless, the empowerment of the Board of Directors to the Executive Committee must be within the legal scope of authority and responsibilities of the Executive Committee.

The Executive Committee is not authorized to conduct any of the following affairs, or related matters, without first proposing to the Audit Committee for its opinion, and proposing to the Board of Directors and / or the Shareholder Meeting for approval: (a) connected transactions; (b) trading transactions of Company's significant assets; and / or (c) transactions that involve parties who have potential conflicts of interest with the Company and its subsidiaries, (if any).

Furthermore, in conducting the connected transactions or trading transactions of Company's significant assets, as defined in the regulations of the Stock Exchange of Thailand, as well as the above transactions involving other listed companies, the Executive Committee must first obtain approval from the Shareholders in a Shareholder Meeting, or by any other mean possible, according to the regulations of the Stock Exchange of Thailand.

C) The Independent and audit Committee

The Independent and audit Committee consists of the following 3 Directors

No.	Executive Members	Position
1.	Mr. Surapol Satimanont	Director / Independent and Chairman of Audit Committee
2.	Mr. Wanchai Mekasut	Director / Independent and Audit Committee
3.	Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee
Mr. Phisitsak Premprichayan is the Department Head of Corporate Accounting, is the Secretary to the Audit Committee until 13 November 2014.		

The total number of Independent and audit Committee Meetings and the number of Committee Meetings each Member of the Committee attended during the years 2015 and 2016

No.	Board Members	2015	2016
		Number of Meetings attended / total number	Number of Meetings attended / total number
1.	Mr. Surapol Satimanont	4 / 4	4 / 4
2.	Mr. Wanchai Mekasut	4 / 4	4 / 4
3.	Mr. Preecha Jenthanavijit	4 / 4	4 / 4

The Audit Committee is an independent party elected to join the Board of the Directors, with responsibilities to examine the financial information proposed to Shareholders and other related parties, to investigate the internal control system, to conduct internal audit processes, and to communicate with the Company's external auditor.

Scope of Authority and Responsibilities of the Independent and audit Committee

1. The Audit Committee is responsible for investigating, in concert with the Company's external auditor, whether the Company's financial reports are accurately produced, with adequate disclosure. The Committee may voice its opinion to the Auditor, as well as review and investigate any transactions it sees fit.
2. The Audit Committee is responsible for investigating, in concert with the Company's external auditor and internal auditor, whether the Company's internal control and internal audit processes are appropriately in place and effectively performed.
3. The Audit Committee is to determine the scope of the investigation and the audit plans for the external auditor and internal auditor that are in accord, when investigating the financial transactions.
4. The Audit Committee is responsible for the selection and proposal of the Company's auditor and his compensation to the Board of Directors. The decision for appointment must come from the Shareholder Meeting.
5. The Audit Committee must consider the disclosure of corporate information regarding to related-party transactions or transactions inducing conflicts of interest with all due accuracy and completeness.
6. The Audit Committee is responsible for investigating whether the activities of the Company conform to all laws pertaining to securities and the stock exchange, the regulations of the Stock Exchange of Thailand, and the laws relevant to the Company's business.
7. The Audit Committee is responsible for other matters assigned to it by the Board of Directors and agreed by the Audit Committee itself. Examples include the reviews of financial management and risk management policies, the reviews of the Company's operation in accordance with the executive business ethics and the review, in concert with the Company's executive, of significant transactions that, as enforced by the laws, must be presented to the public, such as the executive reports and analyses.
8. The Audit Committee must organize a report on the activities of the Audit Committee, signed by the Chairman of the Audit Committee, which must be included in the Company's Annual Report. The contents of the report include the following:
 - (a) The Committee's opinions on the process of producing and information disclosure in the Company's financial reports, as to whether it is accurate, complete and reliable.
 - (b) The Committee's opinions on the adequacy of the Company's internal control system.
 - (c) The Committee's rationale for its confidence, such that it's appropriate to continue to appoint the current Company's auditor for another period.
 - (d) The Committee's opinions on the conformance of the Company's operations to all laws pertaining to securities and the stock exchange, the regulations of the Stock Exchange of Thailand, and the laws relevant to the Company's business.

- (e) Any other matters that the Committee considers appropriate to inform the Shareholders and general investors, which do not exceed the scope of authority and responsibilities of the Committee assigned by the Board of Directors.

Nomination the company's Directors , Audit , Independent

A) The Company's Directors

The Company does not set up a Nomination Committee for the purpose of Board Member selection. Nevertheless, the Company has established guidelines and criteria for such selection process. The Board of Directors will determine qualified persons to become its members, based on their abilities, experiences, vision and reliability. The Company's Articles of Association state that one third of the Director positions must become vacant each year in the annual Shareholder General Meeting. In order to re-elect the Directors, whose terms have expired, the proposal must be approved in the Shareholder Meeting. The Articles also state the guidelines for the Shareholder Meeting to nominate the Company's Directors.

Criteria the appointment the Company's Directors

1. The Board of Directors shall compose of at least five Directors, and at least half must be of Thai nationality. Persons appointed to the Board of Directors must possess qualifications as stated in article 68 of The Public Company Act of 1992 and guidelines as set forth by the Securities and Exchange Commission. The qualifications of each candidate are reviewed including their experiences, knowledge and capability for the business, and present the name list to the shareholders' meeting for the final selection.
2. At least one third of the Company's Board of Directors must be independent board members.
3. At every annual general shareholders' meeting, one third of the Directors has to retire. If the number of Directors cannot be divided exactly by three the number closest to one third shall be retired.
4. The election of Directors will be voted at the shareholders' meeting under the following conditions and procedures:
 - 4.1 The number of individual's vote equals to the number of shares s/he is holding.
 - 4.2 Each individual's vote can be cast to vote for one or more nominees but the vote cannot be divided to preferred nominees.
 - 4.3 After the vote, the nominated persons shall be ranked in descending order from the highest number of votes received to the lowest and shall be appointed as Directors in that order. The number of newly elected Directors must equal to the number of the vacating Directors. If two or more Directors are eligible for the same seat and earn the same number of votes, the Chairman has the power to make the final decision as to who will be elected.
5. In case of vacancy on the Board of Directors other than through retirement by rotation, the Board of Directors shall elect any person who is qualified and is not subject to prohibition under laws governing public companies as a substitute Director at the next Board meeting by a vote not less than three

quarters of the number of Directors remaining, unless the remaining term of the said director is less than two months. The substitute director shall hold the position only for the remaining term of the director he replaces.

6. A resolution may be passed at the shareholders' meeting to remove directors from office prior to retirement by rotation, by a vote not less than three quarters of the number of shareholders attending the meeting who have the right to vote and who have shares totaling not less than half the number shares held by shareholders attending the meeting and having the right to vote.
7. According to Item 18 of the Regulation of the company, it is stated that in every Annual General Meeting of shareholders, one-third of the directors should be released from the post. If the number of the directors could not be equally divided into three parts, the number of directors left the post would be the nearest figure of one-third. For the first year and the second year after the registration of the company, directors would be released from the post by a luck draw. After that, directors with the longest period on the post shall be released from the post and such directors may be re-elected to the office.

Qualifications the Company's Directors

1. Each board member shall possess knowledge and capability, vision, honesty and integrity. Each member must possess high ethical standards, must possess a clean and transparent record of previous responsibilities and must have sufficient time to make meaningful contributions to the Company.
2. Each board member must possess the qualities and must not have been disqualified in relation to the guidelines set forth for publicly listed companies and/or any other applicable laws and regulations
3. Board members may serve as a board member for other Companies as long as such positions will not hamper the board member from fulfilling his/her duties as a member of the Company's board.
4. Board members must not operate, be partner in or be a shareholder in any business entity that operates in the same industry as that of the Company or is a competitor of the Company unless such position is disclosed to shareholders at the shareholders' meeting prior to the appointment to the Company's board.
5. The qualification of an independent director is similar to that of a member of the Audit Committee which complies with the Stock Exchange of Thailand's guidelines regarding the qualifications and responsibilities of members of the Audit Committee. The independent director's responsibility is to ensure that the interests of all shareholders are upheld. The independent directors are also to be allowed to freely provide thoughts and comments at Board meetings.
6. The Company provides for shareholders to nominate the names of directors advance.

B) The Independent and audit Committee

The Board of Directors is responsible for nominating at least 3 Directors to join the Audit Committee. The Committee members will be selected from the Company's Independent Directors with appropriate qualities, as guided by the laws pertaining to securities and stock exchanges, including the announcement, rules and regulations of the Stock

Exchange of Thailand, mandating the qualities and scope of authority of the Audit Committee. In addition, at least one of the Audit Committee members must have background in accounting and finance.

In addition, the Audit Committee is appointed by the resolution from the Shareholder Meeting, with 2-year term. The Committee's member whose term of office has ended may be reinstated.

Selection criteria of Independent Director and Audit Committee Director

- 1) Appointed by the Board of Directors or the shareholders of the Company to be the Audit Committee members and be independent directors.
- 2) Hold shares of not more than 1 percent of the voting shares of the Company, subsidiary companies, associated companies, or any juristic persons with potential conflict, including the shares held by related persons of such independent director and audit committee director.
- 3) Must not be nor have ever been a director with participation in management, a hired worker, an employee, an advisor with fixed salary, or a person with control over the Company, subsidiary companies, associated companies, or juristic persons with potential conflict, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director and audit committee director.
- 4) Must not be a person related by blood or by legal registration as father, mother, spouse, sibling, and offspring, including spouse of offspring of an executive or major shareholder, controlling person, or a person who will be nominated as executive or controlling person of the Company or subsidiary companies.
- 5) Must not have nor have ever had any business relationship with the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts to the extent that may obstruct the using of his/her independent discretion, and is not nor ever have been a major shareholder, a non-independent director and audit committee director or an executive of those with business relationship with the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts, unless having been relieved from such title for not less than 2 years before the date of filing an application with the Office of the Securities and Exchange Commission.
- 6) Must not be nor have ever been an auditor of the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts, and is not a major shareholder, a non-independent director and audit committee director, an executive, or a managing partner of the audit firm where the auditors of the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts are working for, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director and audit committee director.
- 7) Must not be nor have ever been a provider of any professional service, including a legal consultant or financial consultant, with remuneration in excess of Baht2 million per annum from the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts. Where the provider of professional service is a juristic person, it shall include the major shareholders, non-independent director and audit committee director, executives, or managing partners of such

professional service provider, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director and audit committee director.

- 8) Must not be a director appointed as the representative of the Company directors, major shareholders, or any shareholders who are connected persons of the major shareholders of the Company.
- 9) Must not possess any other characteristics that will prevent the independent expression of opinions in respect of the operations of the Company.
- 10) The Independent Director and Audit Committee Director who are qualified according to 1 - 9 may be assigned by the Board of Directors to make decision on the operations of the Company, the operations of the subsidiaries, associated companies or juristic entities which may have a conflict. The decision could be made in the form of panel.

Setting up remuneration

A) Remunerations of the Company's Directors and Audit Committee Director

The Company attaches importance to good corporate governance system, it therefore has set a transparent policy to compensate all the Directors with remunerations and other benefits that are fair for their responsibilities and contributions.

The Chairman of the Board authorized the remunerations to be paid to the Company's Directors and Audit Committee in 2016 to be no greater than 1.5 million Baht, to be same the 2015. The Remuneration has determined from the remuneration generally paid in the same industry and expansion of the business.

The directors' remunerations and Audit Committee have not been set by the Remuneration Committee since the company has not had the Remuneration Committee. The Remuneration Committee were approved by the Board of Directors.

The remuneration of Directors and Audit Committee must be approved by the shareholders at all times. The shareholders' meeting approved by at least two-third of the number of shareholders present and vote at the meeting.

Remunerations of the Company's Directors

Board Members	Positions	Remunerations (Baht per year)	
		2015	2016
Mr. Virat Chinprapinporn	Chairman of the Board	60,000	60,000
Mr. Surapol Satimanont	Director / Independent and Chairman of Audit Committee	60,000	60,000
Mr. Wanchai Mekasut	Director / Independent and Audit Committee	60,000	60,000
Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee	60,000	60,000
Mrs. Naowanit Silaprarat	Director and Managing Director	60,000	60,000
Mrs. Naowarat Suthamjariya	Director	60,000	60,000

Remunerations of Audit Committee Director

Board Members	Positions	Remunerations (Baht per year)	
		2015	2016
Mr. Surapol Satimanont	Director / Independent and Chairman of Audit Committee	60,000	60,000
Mr. Wanchai Mekasut	Director / Independent and Audit Committee	60,000	60,000
Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee	60,000	60,000

Note: The Directors of company and the Members of the Audit Committee were paid 15,000 Baht for every meeting they attended.

B) Remunerations to management, managing officers, and staff

Monetary remunerations

The company has set the criteria on the remunerations which include salary, living expenses, wages, allowances, provident fund and bonus. The company has compared its remuneration structure with those of the companies in the same industry and has developed the key performance indicators so that the remunerations can be fair and transparent including being good incentives.

Non-monetary remunerations

The company has placed great emphasis on the human resource of the company. As such, the company has developed and encouraged the bond and good attitude of the staff toward the company. The company has offered the staff the accident insurance for those with operational risks, medical care (annual check up), provident fund, accommodation and public utility for those who work in the provincial areas.

C) Policy on dividend payment

The Company and its subsidiaries follow a policy that limits the rate of annual dividend payment to many more 30% of the Company's net profit. Less corporate income tax. The consideration factors for dividend payment must include the Company's performance and financial position, its liquidity, expansion plan and other factors relevant to the Company's management. The dividend payment must be approved by the resolution of the shareholder's meeting, as appropriately agreed by the Board of Directors.

Self-Assessment of the Board

An self-assessment process has implemented for the Board of Directors. The assessment evaluates the performance of the Board of Directors, which enables to review the problems and obstacles encountered along with the progress made in the past year. Reflection of the review is used as reference and guideline for developing and modifying strategies and policies for the coming year.

In 2016, the Company arranged for all the directors to conduct 2 topics performance assessments, as follows:-

- 1) Self Assessment for the board of directors as a whole
- 2) Self Assessment of the board of directors and of committee members on an individual basis

Assessment Process and Criteria

The Board's Self-Evaluation Form is a form used to evaluate the performance of the board of directors as a whole and individual basis. The evaluation guideline was adapted and adjusted from the Stock Exchange of Thailand to suit the characteristics and structure of the board. The evaluation result has an important role to develop the efficient and effective performance and operation of the board. Topics of evaluation are:

<u>Scores</u>	<u>Grade</u>
Over 90%	Excellent
Over 80%	Very good
Over 70%	Good
Over 60%	Fair
Below 60%	Improvement needed

Assessment results of each committee can be summarized as follows:-

- 1) Self Assessment for the board of directors as a whole, consisting of 6 sections, namely:-
 1. Board structure and qualifications
 2. Roles, duties and responsibilities of the board
 3. The board meeting
 4. Duties of directors
 5. Relationship with management
 6. Director's self improvement and management training

The summary of self assessment for the board of directors as a whole in 6 topics showed that most activities were good / the best appropriately. The average point at the very good level, equivalent to 89.01%

- 2) Self Assessment of the board of directors and of committee members on an individual basis, consisting of 3 sections, namely:-
 1. Board structure and qualifications
 2. The board meeting
 3. Roles, duties and responsibilities of the board

The summary of self assessment of the board of directors and of committee members on an individual basis in 3 topics showed that most activities were the best /the best appropriately. The average point at the excellent level, equivalent to 95.48%

Procedure

The Company secretary submits the evaluation form for all directors to evaluate themselves at the end of each year. The secretary will also collect and report the summary of results to the board meeting for consideration, acknowledgement and discussion every year.

Board Board Meetings

The Board of Directors has set a guideline for holding at least 6 meetings annually and calls for an extraordinary meeting when necessary. All members of the Board are required to attend meetings except in cases of emergency. The Chairperson and the Managing Director are responsible for determining the appropriate agendas and its sequence while allowing other Board Members to submit other agendas for consideration. The agenda of each Board meeting is clear and the Company sends agendas and related documents to the Board seven days prior to the meeting date so that Board members have sufficient time to study the issues beforehand. Additional information on each agenda can be sought from the Company's Secretariat.

The Chairman emphasizes due care and careful judgment and provides sufficient time for the thorough discussion and consideration of matters. The Company Secretary is charged with issuing invitations and supporting Board members with all necessary documentation in preparation for Board meetings. The minutes to all Board meetings are prepared by the Company Secretary, which must be approved by the Board of Directors prior to safekeeping and for future reference by stakeholders.

In 2016, the Board of Directors met in ordinary Board meeting total 4 times. Attendance record of Board members is disclosed in the "Management Structure".

Business Codes of Conduct and Ethics

► Conflicts of Interests

All staffs shall avoid any actions or any activities that could benefit themselves or other persons and could lead them to do or make any decisions that conflict the interests of the customers, the company and the shareholders.

► The benefit of the customer is always the first priority of all staffs

The company has the policy that the benefits of the customers are the first priority. As such, this is the reason that the company has gained the respects of the customers and continued to grow with sustainability.

► Relationships with external business organizations and institutions

The company does not encourage the staffs to involve in the business of the external business organizations in a way that this could cause any conflicts of interests or deteriorate the reputation and respect of the company. Therefore, the company has imposed the policy that all staffs shall avoid any actions that may cause a conflict of interest with the company.

► Awareness of the company's assets

The company has the policy to ensure that it has the effective internal controls in managing their assets by using the accounting control and register control. Such controls are adopted in order to ensure that any transactions to be withdrawn or disbursed shall have an approval according to the specified procedures and authorization limit (with a clear

authorization and delegation). The staffs' expenses e.g. travel, transportation and entertainment expenses in all levels shall also be controlled. Internal controls are to compliment the work conducted by the Certified Public Accountant and Audit Committee.

The company's assets to be controlled include office equipments, computers, machinery, information, strategic plan, product innovations, company's policy and customer list, etc.

The company has the policy that all staffs should be responsible in maintaining the assets of the company or of the customers with cautiousness and these assets shall be kept in the safe place. The staffs are not permitted to use the assets or information or strategic plan or product innovations or customer list or office equipments for their own benefits unless they have an approval from the authorized person.

► **Relationships with government agencies**

The company has the policy to encourage and promote the relationships with the government agencies in order to exchange opinions or provide cooperation in business operations that are in accordance with the rules and regulations of the laws, including promoting or supporting any activities of the government agencies.

► **Any actions with benefits in return**

The company does not encourage the staffs of the company to make any payments or contributions considering as bribery or make payments to obtain some benefits to their business or to obtain faster services from the government officers, related persons or any government agencies. This may be considered as illegal or fraud.

► **Relationships between the staffs and the company**

The company has the employment policy where all applicants shall be treated equally with no racial, religious, age and gender discriminations. The salary raise, bonus and any internal promotion shall be based on the performance of that person.

In case that the company has recruited any person who is blood-related, or direct or indirect relatives for the management or staff position, the employer or the person who makes the employment decision shall disclose their relationships in writing to the company.

The company has emphasized on the confidentiality of the staffs' information. It has the policy that personal private information of the staff which includes medical records, salary, incomes and fringe benefits, shall be safely stored, the same as the information of the company's customers. The abovementioned information of the staffs shall only be used as deemed necessary or requested by any related government agency.

The company has emphasized not only on the relationships with their customers or other parties but also on the relationships with their staffs. When recruiting the staffs, generally the company shall consider the loyalty, ethic, roles and responsibility and corporate social responsibility. The company has continued to provide the staffs by improving their fringe benefits, enhancing their healthy workplaces and working environment including good co-workers

► **Individual judgment**

When conducting any business, it is impossible to clearly specify all circumstances that relate to the code of conducts that shall be faced by the staffs. This manual is to remind and encourage the staffs' responsibility on the code of conducts in order to avoid certain actions in some situations. Staffs shall use their own judgments and commonsense in making

decision on any matters that have not been mentioned. To ensure that whether any decisions made are in accordance with the ethical rules, we should ask ourselves the following questions.

- Whether or not such actions have improved the reputation of the company.
- Whether or not such actions are illegal.
- Whether or not such actions are in accordance with the policy of the company.
- Whether or not such actions have caused anyone any financial risk or induced an increase in inappropriate benefits.
- Whether or not you may lose face or feel embarrassed if your boss, colleagues, family and friends have known the whole story.
- Whether or not such actions shall clearly be specified as inappropriate actions or behaviors.
- How the other persons view this action after the disclosure.
- Whether or not these actions are in accordance with your ethic and whether you feel uncomfortable with these actions.

The company encourages each staff to conduct according to this code of business conduct and any business actions are performed with rational decision making. If we could do and respect towards what we have held onto, it is certain that the company shall gain loyalty and trust from all staffs.

DIRECTOR AND STAFF CODE OF CONDUCT

► Introduction

This code of conduct includes the foundation principle of the responsibilities of all directors and staffs of the Baan Rock Garden Public Company Limited.

Under the strong competition, in order for the company to remain the leader with its continuous success, the company does not emphasize only on the success outcomes but also on the approach/ process in order to achieve the success. The company shall not proceed or perform any actions that are illegal or against the code of conduct to achieve its success.

To sustain the business success of the company, this shall rely on the actions of all directors and staffs who are responsible for any actions specified in the rules and regulations of the company.

For a clear clarification and better understanding, under this code of conduct “we” shall refer to all directors and staffs and “the company” shall refer to Baan Rock Garden Public Company Limited and its business operations.

► Core Value

The Board of Directors has approved this code of conduct to be used by directors and staffs in performing any business operations of the company. There are 7 core values which can be summarized as follows:

1. Integrity

We determine to do the right things and conduct our business with loyalty and honest under the laws and regulations of the company. We shall adopt this code of conduct in all our decision making and activities of the company. We shall operate our business with integrity and consider the inherent risks that may affect the organization.

2. Trust

We have paid great respect to our colleagues, customers, partners, shareholders and government officers. We have treated such persons the same way as we would like them to treat us. We are confident that everyone shall work hard on their abilities and work their best on the foundation of trust.

3. Confidentiality

We shall protect the confidentiality of our business operations whereby this information shall be treated as our own information.

4. Professional

We shall always operate with skills, knowledge, capabilities and as professional.

5. Human Resources

We shall recruit the persons with knowledge and experiences that are in accordance with the need of the company. Any promotion and income shall be based on the performance of the staffs. We have faith and confident in everyone as we believe that everyone is the precious assets of the company.

6. Leadership

We use leadership to drive the company to achieve its success and have a clear vision including encouraging the staffs to have the leaderships, improving their knowledge and competency, and removing obstacles to staff developments.

7. Compliance with rules and regulations

We expect that any decisions made or business operations conducted by the staffs shall comply with the laws, relevant rules and regulations. Moreover, the staffs shall have moral behavior.

► Code of Conduct Policy

The company's policy is to legally conduct any businesses and have corporate social responsibility. The company expects that all staffs are aware of the company's policy and shall comply with the company's policy and any laws relating to their responsibilities. Moreover, the staffs shall follow all suggestions specified in this code of business conduct.

► Human Resources

The company has complied with the laws and regulations of recruitment and emphasized on its policy where everyone shall be equally entitled for the recruitment opportunity starting from candidate selection, hiring, recruitment, training, competency development, rotation, promotion and fringe benefits.

The human resource policy and plans are developed in order to help the company to achieve its business goal. All employees at any chain of command shall comply with this policy and we encourage the positive work atmosphere where different opinions are welcomed and everyone has respected one another.

► Environment, Health and Safety

When conducting any business and making any decisions, it is the company's responsibility to consider the environmental protections and to ensure that the products and business of the company are in accordance with the rules and regulations or any other standards.

We shall be alert for the safety and environmental situations. Moreover, we shall acknowledge of any laws of safety, health and environment, including the policies specified by the company as there are always amendments on the laws of safety, health and environment.

► **Conflict of Interests**

The main concept of “conflict of interest” is that all staffs shall avoid any activities, investments or other forms of benefits that may have a negative impact on the loyalty and good reputation of the company or the staffs.

Conflicts of interests may have occurred if the staffs:

1. personally grow increasingly wealthy due to the access of confidential information.
2. are hired to work for other organization whereby this work could affect their work and responsibility at the company.
3. accept any gifts or rewards from other persons without the permission from the company due to the services they have provided which is a company’s business or to use their position to influence other persons to conduct in their own interests.
4. purchase or sell the shares of the company or subsidiaries or affiliated companies by using the inside information that has not been publicly disclosed.
5. disclose an inside information that has not been publicly disclosed to other persons.

► **Confidential Business Information**

We shall strictly conform to the policy, rules and regulations, including any guidelines set by the company on information security. We shall not disclose or use any information that is belonging to the company or the other’s information received by the company as specified under the confidentiality agreement. Exceptions shall be applied as deemed necessary or only after the receipt of written approval from the company. The information of the company shall not be used or kept in the place where unauthorized persons may have seen or accessed.

► **Gathering business information of the competitors, production and technical information**

We shall comply with the guideline on gathering business information of the competitors, production and technical information. These guidelines have specified the proper procedures for the staffs who gather and use the information of business competition as the representative of the company. The company shall not adopt any illegal methods (e.g. stealing, bribery) or any methods that are against the code of conduct in order to access the information of the business competitor.

► **Financial Integrity**

Any accounting records of the company shall be reported to the management of the company, shareholders, creditors and other government agencies. As such, any accounting records of the company and reports of these accounting records shall be kept and presented according to the laws being enforced. The details of the assets, liabilities or obligations, incomes and expenses shall be true and correctly displayed.

We hold a joint responsibility to ensure that there is no records of incorrect information or distorted information on our accounting system of the company. All transactions shall have the document and details attached, including correctly recording the accounting transaction under the actual accounting period. We shall always comply with the Generally Accepted Accounting Principles and internal control system specified by the company.

► **Activities and political involvement**

The company has the foundation policy that it shall not contribute the money or human resources of the company for political support to any candidate politician or any political parties unless such support is approved by the laws or the support is generally for democracy.

The company has the policy that staffs shall not use the company's facilities or resources for political campaign or political fund raising or certain political party.

The company prohibits the immediate superior and staffs in all levels to give the order or persuade the staffs and the subordinates to participate in any political activities.

The decision made by the staff to participate in political activities during their own private time or contribute their own money or other assets for political campaign or political activities, such actions shall be recognized as the personal decision made by that staff.

► **Report on the staff code of conduct violations**

The company shall take the staff code of conduct violation very seriously. The staffs who violate this code of conduct shall be entitled to the disciplinary punishment whereby they may be terminated from the employment. Therefore, the staffs shall immediately report to their immediate superior when there is a violation or supposed to be a violation of this code of conduct.

The immediate superior is responsible for monitoring that the staffs act in accordance with this staff code of conduct and shall report to the Audit Committee, including recording any staff code of conduct violations.

► **Recommendation**

This code of conduct may not be able to specify any behavior actions in all situations. However, the company strongly believes and respects the decision made by each staff that after carefully considered, this decision is the right call and appropriate to the situation.

In case the staff cannot specify an appropriate action, the staffs should answer the following questions and if they have answered "yes" to these questions, they could proceed.

- Whether or not your actions are legal and in accordance with the rules and regulations of the company.
- Whether or not "this action is the right call" and you feel "this action is right".
- Whether or not this action is in accordance with the public's opinions.
- Whether or not this action can build up the confidence of the company as the moral company.

Anti-Corruption Policy

Baan Rock Garden Public Company Limited "The Company" has operate business with integrity and fairness with all groups as well as abide to laws and Code of Business Ethics that are transparent and the principles of good corporate governance and be responsible for society and environment and be responsible for the best interests of its stakeholders. The Company shall be able to develop and become sustainable organization as a result, the company participates in "Private Sector Collective Action Coalition against Corruption" in order to express intention and commitment of the company on anticorruption in all kinds.

The business operations of the company may risk in corruption and deliberately corruption. The company has carefully considered and treated. The Company agreed to establish “Anti-Corruption Policy” written up for to be clear guidelines on business operations and the development of corporate sustainability.

Definition

Corruption means bribery, exploitation of position and responsibilities and/or using information given or received from performing corporate affairs to offer, promise, give, agree to give, demand or accept money, assets or other inappropriate benefits from the government officers, government agencies and private sectors or responsible units/persons whether direct or indirect action, including any action that conflicts with the Company’s business ethnics. Exception shall be applied in case of laws, regulations, statements , standards, customers or business transactions enable to do so.

Anti-Corruption Policy

All directors, executives, and employees of the company are prohibited from performing any action or accepting or providing any support, fraud and corruption in all kinds directly or indirectly to related individuals or organizations including offering, promising, soliciting, demanding, giving or accepting bribes, or having any behavior implying to fraud or corruption. Covers to every business and every relevant department, the Anti-Corruption Policy shall be reviewed regularly, including a possible revision of such policy and implementation provision in order to accord with business changes, regulations, standards and applicable laws.

Duty and Responsibility

1. The Board of Directors is responsibilities establish and govern policies to have an efficient system promoting anticorruption in order to ensure that all company’s personnel realize and emphasize on anti-corruption. The company behaves as the good model by expressing honesty and commitment on anticorruption in all kinds. The company builds and fosters organizational culture on good corporate governance in order to prevent and suppress fraud. The company supports some independent organizations to perform their operation on anticorruption including Audit Committee.
2. The Audit Committee is responsibilities verify Anti-Corruption Policy established by executives to be appropriate with business model, environment, and organizational culture of the company. Revision of financial and accounting reports, internal audit function and risk management promoting corruption that may pose potential risks to Company’s financial stability and operations that are compliant with global standards in terms of conciseness, appropriateness and efficiency. The Audit Committee is also responsible for setting up a corruption reporting center for possible corruption clues and complaints against employee, investigating all informed trace of fraud, corruption and other improper practices, as well as proposing the on-going issues to the Board of Directors for amendment and punishment.
3. Top Executives shall behave themselves according to and promote ethics and conduct as the models of employees, establish system, promote and support AntiCorruption Policy for communicating to employees and related persons in all departments, revise appropriateness of systems and measures in order to be in accordance with business changes, regulations, standards and applicable laws.
4. Internal Audit Director is responsibilities for auditing and reviewing business transactions whether they are to comply with internal audit policies, guidelines, rules, regulations and applicable laws in order to ensure the

appropriateness and adequacy of the internal controls for probable risks in corruption. This shall be directly reported to the Audit Committee.

5. Employees shall comply with policies, rules, regulations, and orders of the company on anticorruption as well as ethics and conduct of employees. Support and give cooperation on preventing and suppressing fraud and corruption. Build organizational culture with no corruption as well as value compliance according to principles of integrity and ethics.

Practices guideline

1. All directors, executives, and employees of the company shall comply with Anti-Corruption Policy, Code of Business Ethics, Director and Employee Code of Conduct, and Good Corporate Governance Policy, related regulations and Practice manual of the company, as well as other practices defined by the company.
2. Top Executives and Employees shall avoid any action or behavior to be constructed as receiving or offering bribe to anyone, directly or indirectly, for personal benefits. They shall not be negligent or ignorant in any suspicious incidence of fraud, corruption or other malpractices involved directly to the Company and shall timely report to the supervisor or a responsible unit/personnel and shall cooperate in investigation. In case that the persons have doubts or questions, they must consult with the supervisor or a person responsible for monitoring ethical conducts of the Company through various channels provided.
3. The company shall give fair treatment and protect employees who deny or inform any fraud or corruption related to the company and such employees shall be protected without any punishment, unfair transfer or persecution. In addition, the company shall appoint some personnel to investigate all informed traces.
4. A person who commits fraud, corruption and other improper practices is equivalent to misconduct in the Company Code of Conduct. This means such person is needed to consider discipline followed by the Company standards. Conviction on laws may be applied in case such action violates the applicable laws.
5. Provision or acceptance of any grant-in-aid shall be in accordance with company's policies and shall be correct and transparent with evidences and recorded accounts. Such grant-in-aid shall be controlled and audited in order to ensure that such grant-in-aid is not fraud or corruption. The procedures of approval and spending of grant-in-aid shall be consistent with internal controls process.
6. The Company shall donate to charity in the form of monetary contributions or support in other forms as a part of Corporate Social Responsibility's activities as well as an opportunity to publicize and reinforce good image of the company without any purpose on business reward.
7. The Company concerns the importance of dissemination, knowledge sharing, and communications with other people who involve or affect the Company so that those parties shall conform effectively to the anti-corruption guideline.
8. The Company strives to create and sustain organization's culture representing that corruption is unacceptable in every business transaction dealing with both public and private sectors.

Operational Provisions

1. This Anti-Corruption Policy shall cover the process of human resource management commenced from recruitment to personnel selection, promotion, training and development, performance evaluation, and rewards.

All superiors in all levels shall communicate and make understanding with their subordinates to comply with these practices and control this compliance to be performed efficiently.

2. Any action performed upon Anti-Corruption Policy shall be under provisions defined in Code of Business Ethics, Director and Employee Code of Conduct, Good Corporate Governance Policy, Internal Controls and Risk Management, No Gift Policy, and other work regulations defined by the company.

Risk Management and Assessment

For clearly illustrate the operation highly prone to corruption, the Board of Directors, the Management Team and Employee in all levels be through and careful when engaging in the following matters :

1. Gifts, hospitality and other expenses must be done in the manner inconsistent with those specified in the policies provided.
2. Expenses for business entertainment and other payment as required by business agreement are permissible, but such payment must be reasonable and traceable.
3. Charitable contribution or aid must be done in alignment with guideline set forth as follows :
 - The use of money or assets of the Company for charity donations must be openly conducted on behalf of the Company only. The donation must be made for any social contribution and non-profit organization, such as foundations, public charitable organizations, temples, hospitals, medical centers and so on. In this regard, reliable and traceable receipts must be issued and the donation procedure must be reviewed and approved subject to the Company's regulations.
 - Personal donation shall be done. In this regard, the procedure must not have involvement with or cause doubts that fall in to fraud or corruption with an aim for any benefit.
 - The use of money or assets of the Company for sponsorships must be openly conducted on behalf of the Company only, and be approved by authorized persons of the Company. The sponsorships must be provided for business purpose to enhance image or reputation of the Company. In this regard, reliable and traceable donation receipts which clearly specify the objective and receiver must be issued.
4. The procurement process must strictly comply with the company's procedure, as well as being transparent and traceable.

The Anti-Corruption Policy has been in effect on 9 November 2016 with the consideration and approval of the Board of Director on the 5/2016 meeting held on 9 November 2016.

Profile of Executive Directors and Management Team

Name - Last name : Mr. Virat Chinprapinporn
Age : 57 Years
Position : President Director / Authorized signatory
% of Shareholding : 21.01 %
Relationship : Husband of Mrs.Naowanit Silaprarat
Education :
 - M.B.A. in Marketing of City University, USA
 - Director Accreditation Program DCP 40/2004
 by Thai Institute Of Directors (IOD)



Position in other listed companies : 1
Position in non - listed companies : 13

Working Experience :

2016 – Present	Director	Phukao Huachang Pang-nga Co.,Ltd
2016 – Present	Director	N.V. Real Estate Co.,Ltd.
2011 – Present	Director	Nicena Propety Co.,Ltd.
2007 – Present	Director	Yamu Property Development Co.,Ltd.
2003 – Present	Director	Ratchada Power Plus Co.,Ltd.
2003 – Present	Director	Car 2 Buy Co.,Ltd.
2002 – Present	President & Chief Executive Office	Ratchthani Leasing PLC.
1994 – Present	Director	Kuylin Pang-nga Co.,Ltd.
1993 – Present	Director	Chaleamcheep Co.,Ltd
1993 – Present	Director	Aom Noi Hattasat Co.,Ltd.
1992 – Present	Director	Phowatchara Co.,Ltd.
1990 – Present	President	Baan Rock Garden PLC.
1989 – Present	Director	Chucheep Housing Land Co.,Ltd.
1987 – Present	Director	City Wood Co.,Ltd.
1987 – Present	Director	City and Associate Co.,Ltd.

Name - Last name : Mr. Surapon Satimanont
Age : 56 Years
Position : Director / Independent / Chairman of Audit Committee
% of Shareholding : 0.8 %
Relationship : No
Education :

- MA. (Business) Webster University, U.S.A
- LL.M. , Howard University ,U.S.A
- LL.M. , Southern Methodist University , U.S.A
- LL.B. Ramkhamhaeng University
- Director Certification Program DAP and DCP 40 / 2004 by Thai Institute Of Directors (IOD)
- Anti-Corruption for Executive 2014, For Directors and Executives in the Thanachart Group.



Position in other listed companies : 2

Position in non - listed companies : 2

Working Experience :

- 2015 - Present Director, Independent Director,
Sumitomo Mitsui Trust Bank (Thai) Public Company Limited
- 2015 - Present Director, Amethyst Asia Focused Fund
- 2014 – Present Legal Advisory Board, Ministry of Information and Communication Technology
- 2007 - Present Director, Audit Committee, 2S Metal Public Company Limited
- 2002 – Present Director, Audit Committee, Ratchthani Leasing Public Company Limited
- 2014 – 2016 Director, Erawan Insurance Public Company Limited
- 2008 – 2016 Sub-committee on Legal and Contract, State Railway Authority of Thailand
- 2014 – 2014 Sub-committee on Public Private Partnership for M&E Contract,
Mass Rapid Transit Authority of Thailand
- 2012 – 2014 Director, S & Manont Limited
- 2009 – 2014 Director, Transun Group of Companies
- 2008 – 2011 Executive Vice President, Export-Import Bank of Thailand
- 1998 – 2004 Partner, Allen & Overy, Bangkok
- 1995 – 1998 Partner, MPS & Associates Limited
- 1993 – 1995 Manager, Arthur Anderson/ SGVN Legal & Tax Consultants, Bangkok
- 1990 – 1993 Associate, Denton Hall, Bangkok
- 1989 – 1990 Associate, Anek & Associates/ Denton Hall

Name - Last name : Mr. Wanchai Mekasut
Age : 62 Years
Position : Director / Independent /
Audit Committee

% of Shareholding : No

Relationship : No

Education :

- Bachelor of Business Administration, Assumption\
- Director Accreditation Program DAP 97/2009
by Thai Institute Of Directors (IOD)



Position in other listed companies : No

Position in non - listed companies : 2

Working Experience :

- | | |
|----------------|--|
| 2009 – Present | Director / Audit Committee
Baan Rock Garden PLC. |
| 1999 – Present | Authorized signatory Executive Vice President
Khaoyoi Furnitech Co.,Ltd. |
| 1994 – Present | Director and authorized signatory & Executive
Vice President Furni Thai Co.,Ltd |

Name - Last name : Mr. Preecha Jenthanavijit

Age : 55 Years

Position : Director / Independent /
Audit Committee / Authorized signatory

% of Shareholding : No

Relationship : No

Education :

- Bachelor of Law
Ramkhamhaeng University
- Barrister at Law
- Director Accreditation Program DAP 40/2005
by Thai Institute Of Directors (IOD)



Position in other listed companies : No

Position in non - listed companies : No

Working Experience :

2011 – Present	Audit Committee Baan Rock Garden PLC.
2005 – Present	Director Baan Rock Garden PLC.
1997 – 2012	Director RG Star Club Co.,Ltd.

Name - Last name : Mrs. Naowanij Sillaprarat
Age : 56 Years
Position : Director / Managing Director /
 Authorized signatory
% of Shareholding : 8.17 %
Relationship : Wife of Mr. Virat Chinprapinporn
Education :

- Bachelor of Economics
 University of the Thai Chamber of Commerce
- Bachelor of Law Kasem Bundit University
- Master of Faculty of Political Science Ramkhamhaeng University
- Director Accreditation Program DCP 54/2005
 by Thai Institute Of Directors (IOD)



Position in other listed companies : No

Position in non - listed companies : 9

Working Experience :

2007 – Present	Director	Yamu Property Development Co.,Ltd
1991 – Present	Director	Rock garden Beach Co.,Ltd
1991 – Present	Director	Kuylin Pang-nga Co.,Ltd
1990 – Present	Director and authorized signatory & Managing Director	Baan Rock Garden PLC.
1990 – Present	Director	Phukao Huachang Pang-nga Co.,Ltd
1990 – Present	Director	C & CN Group Co.,Ltd
1989 – Present	Director	Chuchee Northern Group Co.,Ltd
1989 – Present	Director	CS Real Estate Co.,Ltd
1988 – Present	Director	Chuchee Housing Land Co.,Ltd
1987 – Present	Director	Rock Garden Group Co.,Ltd
1997 – 2012	Director	RG Star Club Co.,Ltd.

Name - Last name : Mrs. Naowarat Suthamjariya

Age : 54 Years

Position : Director / Authorized signatory

% of Shareholding : 7.96%

Relationship : Sister of Mrs. Naowanit Silaprarat

Education :

- Master of Business Administration in International Business
Schiller International University UK
- Master of International Management in Hotel and Tourism Management
Schiller International University UK
- Director Accreditation Program DAP 40/2005
by Thai Institute Of Directors (IOD)



Position in other listed companies : No

Position in non - listed companies : 2

Working Experience :

1990 – Present	Director	Baan Rock Garden PLC.
1990 – Present	Director	C & CN Group Co.,Ltd
1987 – Present	Director	Rock Garden Group Co.,Ltd.
1997 – 2012	Director	Rock Garden Clup Co.,Ltd.

Name - Last name : Mr.Phisitsak Premprichayan
Age : 41 Years
Position : Department Head of Corporate Accounting
% of Shareholding : No
Relationship : No
Education :
- Mater Of MBA (Business Law)
Ramkhamhaeng University
- Bachelor of Management Administration (Account)
Ramkhamhaeng University

Position in other listed companies : No

Position in non - listed companies : No

Working Experience :

11/2014 – Present	Department Head of Corporate Accounting Baan Rock Garden PLC.
2007 – Present	Senior Internal Audit Baan Rock Garden PLC.

Name - Last name : Miss Sittima Chanjirapong
Age : 55 Years
Position : Department Head of Corporate Finance
% of Shareholding : No
Relationship : No
Education : Bachelor of Faculty of Business Administration
Ramkhamhaeng University

Position in other listed companies : No

Position in non - listed companies : No

Working Experience :

2007 – Present	Department Head of Corporate Finance Baan Rock Garden PLC.
2005 – 2007	Purchasing Manager Baan Rock Garden PLC.
2004 – 2005	Purchasing Manager Baan Rock Garden Co.,Ltd.
2000 – 2003	Finance Manager Rock Garden Group Co.,Ltd

Name - Last name : Miss Jantamat Hankimhunt
Age : 49 Years
Position : Department Head of Corporate Marketing & Service
% of Shareholding : No
Relationship : No
Education : Bachelor of Economics
 Ramkhamhaeng University

Position in other listed companies : No

Position in non - listed companies : No

Working Experience :

12/2014 – Present	Department Head of Corporate Marketing & Service Baan Rock Garden Plc.
2011 – 2013	Department Head of Corporate Administration & Marketing Baan Rock Garden Plc.
2008 – 2010	Assistant Corporate Accounting & Administration Chaba Cabana Beach Resort Co.,Ltd
2006 – 2008	Department Head of Marketing & Service Baan Rock Garden Plc.
1996 – 2006	Acting: Corporate Document M.I.S. Compute Tech Mico Sytem Co.,Ltd

Present Projects

Table Existing Projects: BROCK's Current Real Estate (Houses and Land) Projects

1) Samuthpra-karn

Projects	Locations	Property Types	Project Start Date	Opening Date	Investment Value (Bt. million)	Progress		Price Range (Bt.million)	Project Size (Rai)	Project Total		Remaining Units (As of Dec. 31, 2016)		Sold Units (As of Dec. 31, 2016)			
						Investment Paid	% Completion			Units	Sales Value (Bt. mil.)	Units	Sales Value (Bt. mil.)	Units	Sales Value (Bt.mil)	Units	Sales Value (Bt.mi)
Baan Rock Garden Airport Phase 1	Onnuch-Ladkabang Road Amphur Bangsolthong	2-storey townhouses	Jun. 2007	Aug. 2007	136.44	136.44	100.00	1.57-1.84 1.80-2.63	11-3-60.7	117	227.19	-	-	117	196.31	-	
		2-storey duplexes								12		-	-	12	30.88	-	
		Total								129		=	=	129	227.19	-	
Baan Rock Garden Airport Phase 2	Samuthprakarn	2-storey duplexes	Jun.2007	Mar. 2008	213.60	213.60	100.00	2.35-2.6 3.25-3.6	17-3-14	102	405.96	27	70.20	70	189.80	5	14.63
		2-storey detached								35		12	43.20	21	80.18	2	7.95
		Total								137		39	113.40	91	269.98	7	22.58
Total										266	633.15	39	113.40	220	497.17	7	22.58

2) Phuket

Projects	Locations	Property Types	Project Start Date	Opening Date	Investment Value (Bt. million)	Progress		Price Range (Bt. mil.)	Project Size (Rai)	Project Total	Remaining Units (As of Dec. 31, 2016)		Sold Units (As of Dec. 31, 2016)				
						Invest-ment Paid	% Comple-tion				Units	Sales Value (Bt.mil.)	Units	Sales Value (Bt. mil.)	Units	Sales Value (Bt.mil.)	Units
Baan Rock Garden Bypass 3	Phuket Bypass Road. (Baan Tung-Ka – Baan Sapum Road) near Chalernpr akiat Road)	Duplexes	Mar. 2005	Nov. 2005	102.00	102.00	100.00	1.49-3.2	14-1-56.7	54	-	-	54	84.60	-	-	
		1-storey houses								9	-	-	9	22.14	-	-	
		2-storey houses								17	-	-	17	46.03	-	-	
		2.5-storey home office								10	-	-	10	27.55	-	-	
		Total									90	-	-	90	180.32	-	-
Baan Rock Garden Bypass 4***	Phuket Bypass Road. (Baan Tung-Ka – Baan Sapum Road) near Chalernpr akiat Road)	Duplexes	May. 2005	Jul. 2006	93.94	93.94	100.00	1.49-3.2	11-2-38.3	52	-	-	52	84.70	-	-	
		1-storey houses								6	-	-	6	14.86	-	-	
		2-storey houses								9	-	-	9	26.23	-	-	
		2.5-storey home office								15	-	-	14	38.20	-	-	
		Total									82	1	2.90	81	163.99	-	-
Baan Rock Garden Bypass 6	Amphur Muang Phuket	2-storey detached	Aug. 2008	Aug. 2009	175.28	175.28	100.00	4.29-5.20	29-2-10.22	49	221.41	6	26.52	43	194.89	-	-
		Total								49	221.41	6	26.52	43	194.89	=	=
Total										221	568.62	7	29.42	214	539.20	-	-

*** Baan Rock Garden Bypass 4 home office value 1 unit is location the office of Baan Rock Garden Pcl., Phuket

Revenue Structure

The records highlight the Company's revenues, classified by project development, from 2014 to 2016 as follows:

Table: Revenue Structure of BROCK and Subsidiaries, Classified by Project Development

Revenue Types	Generating Projects	2014		2015		2016	
		Total		Total		Total	
		Revenues (Bt. mil.)	%	Revenues (Bt. mil.)	%	Revenues (Bt.mil.)	%
1 Revenues from development projects							
1.1 Sales of 2 storey houses (7 Units in 2014 and 4 Units in 2015)	Baan Rock Garden Bypass 6 Phase 1	31.34	35.62	19.14	23.64	-	-
1.2 Sales of town houses and semi-detached houses (3 units in 2014)	Baan Rock Garden Airport 1	8.02	9.12	-	-	-	-
1.3 Sales of semi-detached houses and 2 storey houses (13 units in 2014 , 16 units in 2015 and 21 units in 2016)	Baan Rock Garden Airport 2	42.20	47.96	51.20	63.22	61.85	81.99
2. Other Revenues		6.42	7.30	10.64	13.14	13.59	18.01
Total Revenues		87.98	100.00	80.98	100.00	75.44	100.00

Risk Factors

1. Business operation risks

1.1 Risk of Declining Economy

Overall property market suffered a slowdown in 2016 due to consistently high household debt and financial institutions' stricter lending standards that resulted in relatively limited purchasing power despite the government's stimulus measures early in the year, as well as remaining supply pending for sales of most developers. An increase in minimum wage, building material prices and market price appraisal of government authorities resulted in rising property prices in the wake of manufacturing cost and more intense competition in the property market. In addition, limited residential demand forced developers to turn their focus to property-related businesses to generate more income.

1.2 Risks from dependence on contractors and construction labors

The Company does not own a subsidiary contractor; therefore, it has to hire contractors, along with labors. This poses some risks as the contractors may fail to complete the projects in time for the Company's delivery to the customers. To avert such risks, the Company has adopted an open auction, based on the project blueprint – (B.O.Q.) - for its contractor selection process. The Company's Project Construction Department will set a benchmark prices, then organize an open auction where interested contractors can equally participate. The Project Construction Department will then review all the submitted proposals for details of labor and material costs in order to determine which contractors offer the most cost effective proposal. The Company always requires that selected contractor sign work agreement with the Company, with the condition that the Company can fine the contractor in case of construction delay, and also claim for any damages caused by the contractor. In addition, the contractor must provide certain amount of deposits as guarantee of the work quality. Should the contractor abandons the unfinished project, the Company will take that amount of deposit, combined with the unpaid balance of the contract amount, to select new a contractor to continue the construction of the project to completion.

Furthermore, the Company generally minimizes the risk of dependence on any individual contractors by dividing the construction work among a number of contractors. To ensure the quality of contractors' construction as required. The work schedules were allocated more effectively to support contractors' liquidity, so that they can all meet the requirement, which will enable the Company to deliver the house to the consumer as planned.

1.3 Risks from joint venture

In 2007, the Company received the assignment of assets and liabilities of Navathep Co., Ltd. at the book value and most assets transferred from Navathep Co., Ltd. were 500-rai beachfront lands in Thalang District, Phuket Province. The Company planned development projects for Yacht Marina port, condominiums, hotels and beachfront bungalows under a joint venture with a group of Swedish investors. As a result, in that year it acquired 50% of the ordinary shares of Yamu Property Development Co., Ltd. for 1 million baht for the development projects. To reduce risks and expenses of Yamu Property Development Co., Ltd., the Company subsequently sold shares in Yamu Property Development Co., Ltd. to Mrs. Naowanart Jamornman because the joint venture showed no progress. However, the risks of directors' liability remain intact in which Mr.

Virat Chinprapinporn or Mrs. Naowanit Silaparat is still authorized to sign along with directors of the group of Swedish investors. Now the Company welcomes co-investment of both Thai and foreign investors who are interested to invest in the Company's lands.

Therefore, the company may be at risk of losing the opportunity to develop a land project of approximately 500 Rai. However, the said 500 Rai of land is the company's property which has no debt obligation under possession. As such, there is no financial cost as well as any obligation although the said joint venture may not be able to be implemented.

1.4 Risk from change in rules, regulations or laws related to real estate business

The possible risks that may occur include limitation of area usage for some types of buildings, height limitation area, setback distance, including dispute with owners of adjacent lands, complaint during construction or land expropriation for public utility construction. The risks cover from changed laws, notifications and regulations after the company has land ownerships and is requesting for approval of related authorities. However, the Company has planned to reduce such risks. Before a project development, legal limitations and regulations of related authorities which may affect the project will be checked. However, these laws have no retrospective effects, thus the Company's current projects will continue to progress as planned. Moreover, the "Baan Rock Garden Bypass 6" project, which comprises of 10 phases, that the Company started to develop in 2007 on Phuket Bypass Road, is expected to generate sufficient income for the Company for the next 3 – 5 years. The project has already been permitted to be built by Phuket's local authority. In addition, the Company also plans to develop "Baan Rock Garden Airport, Phase 3" in Samut Prakarn province, near the Suvarnabhumi Airport, as a continuation from the "Baan Rock Garden Airport, Phase 1-2," which is currently in the process of document submission for approval by the authority. The Company plans to develop all these new projects by taking all the new laws into consideration, as well as regularly studying real estate market conditions. The Company believes it will be able to expand its operations in compliance with all the laws and regulations.

2. Production and project construction risk

2.1 Risk from price fluctuation of construction materials

With new real estate supply by developers as well as high oil prices, construction material prices rose, adversely affecting construction project costs. Nevertheless, the company has made contracts with contractors regarding all construction materials, covering foundation – roof materials, irons and toilet ware, of the projects such as Baan Rock Garden By-pass 3 project - Baan Rock Garden By-pass 6 phase 1, Baan Rock Garden Airport phase 1 - phase 2, including forthcoming projects which are Baan Rock Garden By-pass 6 phase 2-10 and Baan Rock Garden Airport phase 3, including other projects in Bangkok and up-countries. These material costs were included in employment contracts in advance. Hence, the company is able to reduce its risks from any increase in construction material prices or uncertain conditions of construction materials. The company is able to manage such risks at a certain level and forecast expenses in advance. The company then adjusts costs in a timely manner so such changes will not affect its profit.

3. Financial risks

3.1 Risks associated with the Company's cash flow

The expansion of our business in recent years was expanded by using funds from shareholders or borrowing from related parties with and without interest charge and was subject to a conservative investment management policy, carried out by management in the initial stage of the real estate development. Anyway, the company's expansion in the future which includes "Baan Rock Garden Airport 3" project and "Baan Rock Garden Bypass 6" project, which required substantial capital of same, as well. Such investments may make the company vulnerable in terms of financial cost and impact on the consequence of Company's liquidity due to the possibility that the company will use loans from financial institutions in addition to source of funds derived from cash flow from company's operation to invest in such various projects. The company may also have a higher burden of interest on the loan, derived from any debt burden incurred in the future.

However, in consideration of the company's financial structure, as well as amount of cash flow from operation, it will be sufficient to pay the obligations that may arise. In addition, in terms of financing from financial institutions, the company still have a good contact with some local financial institutions on a regular basis in providing credit to customers in various projects of the company. Moreover, the company also has assets that can be used as collateral for the loan in the form of land during.

4. Management risks

4.1 Risks from Company's directors taking executive positions

The Company is currently under the management of the Silaprarat family, with Mr. Virat Chinprapinporn, an associate to the family, as the President, and Mrs. Naowanit Silaprarat as the Managing Director. The Company bears a certain level of risk, as both persons are, jointly, authorized Directors with authority to execute all of the Company's financial and legal transactions. In order to promote an adequate balance of authority, the Company operates under the following guidelines:

1. The Company appointed Audit Committee, comprising of 3 Independent Directors, to monitor its business conduct.
2. The Executive Board and the Managing Director have no authority over connected transactions, acquisition or sale of the Company's important assets, and any transactions that may be a potential for conflict of interest involving the Company and its subsidiaries. If such transactions are necessary, they must be proposed for approval to the Company's Board of Directors or, (as appropriate), in the Shareholders Meeting.
3. The Company has established an Internal Audit Unit, comprising external individuals provided with appropriate rights to monitor the Company's operation. They report directly to the Audit Committee. The Internal Audit Unit conducts a review, with the Audit Committee, of the Company's operation every quarter, ensuring that it has effective and comprehensive internal control system and internal audit process. (More details are described in Section 2, topic "Internal Control")

Details of Related Transaction

Details of Related Transaction at the end of December 31, 2015 and December 31, 2016

Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2015	Dec 31, 2016		
a) Baan Rock Garden, Plc., Ltd. (BROCK) and Rock Garden Group, Co., Ltd. (ROCK GROUP)	<ul style="list-style-type: none"> ROCK GROUP is an associate company of BROCK and its subsidiaries, with common Executives and Major Shareholders. Common Executives and Major Shareholders: <ol style="list-style-type: none"> Mr. Virat Chinprapinporn: Holding 122,500 shares of ROCK GROUP (0.61% of paid-up registered capital) Mrs. Naowamit Silaprarat: Holding 16,377,500 shares of ROCK GROUP (80.88% of paid-up registered capital) Mrs. Naowarat Suthamjariya: Holding 500,000 shares of ROCK GROUP (2.47% of paid-up registered capital) 	1. Office rental 1.1 Office rental for Head Office	1.40	1.40	- BROCK is currently renting 3-floor space from ROCK GROUP, spanning 690 square meters, at 170 Baht per-square-meter rental rate per month (Increased from 150 Baht per square-meter rental rate per month since May 1, 2008), Total amount is 117,300 Baht per month. The contract lasts 3 year, starting May 1, 2016 until April 30, 2019. - BROCK pays ROCK GROUP for service charge spanning 690 square meters, at 85.60 Baht per-square meter rental rate per month (Increased from 74.90 Baht per square meter rental rate per month since May 1, 2008) Total amount is 59,064 Baht per month. This service is including water, security guard, and other services. - ROCK GROUP installed an electrical meter and charged the fee is based on actual usage.	<ul style="list-style-type: none"> The current rental rate of 170 Baht per square meter per month that the Company pays ROCK GROUP is comparable to the rental of nearby office buildings. The service charge rate of 85.60 Baht per square meter per month is comparable to the rate charged by other office buildings in the same area. the fee is based on actual usage and rate charged by other office buildings in the same area * The Audit Committee considers the rental and the service charge rational. Furthermore, after the installation of the electrical meters, so that the Company can pay per actual usage just as other tenants do, the Audit Committee also determines that the electrical charge is reasonable.
		1.2 Service charge	0.71	0.71		
		1.3 Electricity charge	0.25	0.25		

Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2015	Dec 31, 2016		
b) Baan Rock Garden, Plc., Ltd. (BROCK) and Executives/ Shareholders/ Other persons with potential conflict of interest	The person with potential conflict of interest is hereby identified as Mr. Virat Chinpraporn.	1. Estimated accrued interest on this loan	6.62	6.62	<p>- BROCK was not to pay for the cost of this fund in cash. Instead, a vacant land of equal value had to be transferred to the lender by November 30, 2006. Hence the Company must transfer its land of 5 rai in size, located in T. Koh-Kaew, A. Muang, Phuket, valued at 6.62 million Baht, to person with potential conflict. The land was equal in value to the loan interest rate of 2.21% and 3.93% per year.</p>	<p>- The Company required such loan from Mr. Saksom Jamormarn and Mrs. Nongnoi Silaparat to use as its working capital. The transaction was considered to be beneficial to the Company's financial status, as the cost of fund was equivalent to an interest rate of 2.21% and 3.93% per year. October 5, 2010 Mr. Saksom Jamormarn and Mrs. Nongnoi Silaparat get make a book transfer the right in right of real estate ownership modifies aforementioned_ to Mr. Virat Chinpraporn . The loan was paid in full amount as of December 31, 2013. And end of December 31, 2014 The Company has not transferred the land to the lender.</p> <p>* The Audit Committee perceived that the loan transaction provided the Company with financial advantage, compared to loans that the Company would, otherwise, have borrowed from elsewhere. The transfer of its land as repayment had no effect on sales of the Company's projects. Hence the transaction was necessary and sensible.</p>

Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2015	Dec 31, 2016		
C. between Baan Rock Garden PCL. and Ratchthani Leasing PCL.	<p>- Ratchthani Leasing PCL. is the related company and have the same directors and management which can be summarized as follows:</p> <p>1. Mr. Virat Chinprapinpon, holding 1,599,999 shares of Ratchthani PCL or accounting of 0.19% of paid-up registered capitals</p> <p>2. Mr. Surapol Satimnont, holding 1,666,663 shares of Ratchthani PCL or accounting of 0.20% of paid-up registered capitals</p>	1. short-term investment	195.00	210.00	<p>- This is the short-term deposits in the form of promissory notes with conditions to pay back at call and interest rate of December 31, 2016 : 1.95% per annum (December 31, 2015 : 3.90% per annum)</p> <p>This investment is to manage cash on hand for its maximum benefit under the recession economy with higher returns than the market rate (currently, market interest rate is approximately 0.90-1.00% per annum). If the company needs to use this investment, the company can call back anytime. Moreover, since Ratchthani Leasing PCL. has strong financial status, this causes the interest payment and repayment to be at low risk.</p> <p>* The Audit Committee has approved this transaction by stating that such transaction is a treasury transaction with financial institution whereby it has low risk and good returns which is reasonable and benefit the company.</p>	<p>- Such short-term investment is the deposit in the form of promissory notes with conditions to pay back at call and interest rate of 1.95% per annum (December 31, 2015 : 3.90% per annum).</p> <p>This investment is to manage cash on hand for its maximum benefit under the recession economy with higher returns than the market rate (currently, market interest rate is approximately 0.90-1.00% per annum). If the company needs to use this investment, the company can call back anytime. Moreover, since Ratchthani Leasing PCL. has strong financial status, this causes the interest payment and repayment to be at low risk.</p> <p>* The Audit Committee has approved this transaction by stating that such transaction is a treasury transaction with financial institution whereby it has low risk and good returns which is reasonable and benefit the company.</p>

Management Discussion and Analysis (MD&A)

Business performance overview

In 2014 real estate business grew in a constantly declining period due to the political risk factor at the early of the year that affected consumer decisions; stringent financial institution loan granting and hence lower granted loans due to the household debts remaining high, declining of household incomes, financial institutions' granted non-performing loans, and indetermination of the economic environment. The real estate business also experienced the problem of excessive supplies caused by new project launches, thus increasing the competitions. With the overall impact posed by such economic environment, we remained focused on project development and maintaining our quality standards. In 2014, we were able to sold 23 houses in Rock Garden Bypass 6 Phase 1 and Rock Garden Airport 1 and 2 Projects.

For the year 2015 real estate business is during the restoration out of political calm down, resulting the decisions of consumers are progress, depending on several factors, such as a household economic conditions and the stringency of the financial institutions are more cautious in lending. In addition, the expansion of the real estate from the prices higher rating result consumers delay their decision to purchase housing a little. This has a positive impact on market conditions in real estate sales, due to fiscal and monetary measures of the government with reducing legal fees. As a result, end of the year the consumer was decided faster, the year 2015 the company sold the house 20 from project baan rock garden bypass 6 phase 1 and project baan rock garden airport phase 2.

For 2016 the real estate business is in a period of economic expansion. However, there are several negative factors affecting the consumer, such as economic conditions and the impact on household debt due 2015. Include affected natural droughts, agricultural crops damaged, affect agricultural output, which is the main export product of Thailand. The government has launched measures to help, stimulant economic growth, especially the real estate stimulus measure, by reducing the transfer fee from 2% to 0.01% and mortgage fee from 1% to 0.01% for six-month period beginning 29 October 2015 to 28 April 2016, but such measures are of short duration. But such measure are of short duration, it also does not affect the current situation is much more competition in the real estate business with the launch of new products to meet the customer more so in recent years, the company's revenue recognition. the house has 21 units from Baan Rock Garden Airport 2.

Revenues

The Company had the sales revenue of 81.56 million Baht, 70.34 million Baht and 61.85 million Baht in 2014 , 2015 and 2016, respectively. The sales revenues from housing projects could be summarized as follows:

Sales Volume of Projects	2014		2015		2016	
	Units	Bt. Million	Units	Bt. Million	Units	Bt. Million
Baan Rock Garden Bypass 3	-	-	-	-	-	-
Baan Rock Garden Bypass 4	-	-	-	-	-	-
Baan Rock Garden Bypass 6 Phase 1	7	31.34	4	19.14	-	-
Baan Rock Garden Airport 1	3	8.02	-	-	-	-
Baan Rock Garden Airport 2	13	42.20	16	51.20	21	61.85
Total	23	81.56	20	70.34	21	61.85

In 2014, the Company had the sales revenue of 81.56 Million Baht, increasing from year 2013 by approximately 17.73 Million Baht or 27.77%. The revenue was mainly generated from Baan Rock Garden Airport phase 2 and Baan Rock Garden Bypass 6 Phase 1. Simultaneously, the Company had sold out and close the project of Baan Rock Garden Airport Phase 1 completed in 2014.

In 2015, the Company had the sales revenue of 70.34 Million Baht, decreasing from year 2014 by approximately 11.22 Million Baht or 13.75%. The revenue was mainly generated from Baan Rock Garden Airport phase 2 and Baan Rock Garden Bypass 6 Phase 1.

For 2016, the Company had the sales revenue of 61.85 Million Baht, decreasing from year 2015 by approximately 8.49 Million Baht or 12.08%. The revenue was mainly generated from Baan Rock Garden Airport phase 2.

In 2014, the Company had other incomes of 6.42 Million Baht, comprising of interest incomes of approximately 6.11 Million Baht.

In 2015, the Company had other incomes of 10.64 Million Baht, comprising of interest incomes of approximately 7.53 Million Baht.

For 2016, the Company had other incomes of 13.59 Million Baht, comprising of interest incomes of approximately 5.38 Million Baht.

Cost of sales and expenses

Cost of Sales

The costs of sales are summarized in the table below.

(Unit: million Baht)

Projects	2014	2015	2016
Baan Rock Garden Bypass 3 :			
Cost of land	-	-	-
Cost of project development	-	-	-
Cost of allocation of public properties in the project	-	-	-
Baan Rock Garden Bypass 4 :			
Cost of land	-	-	-
Cost of project development	-	-	-
Cost of allocation of public properties in the project	-	-	-
Baan Rock Garden Bypass 6 Phase 1 :			
Cost of land	1.18	0.74	-
Cost of project development	10.85	6.19	-
Cost of allocation of public properties in the project	2.19	1.55	-
Baan Rock Garden Airport 1 :			
Cost of land	0.75	-	-
Cost of project development	4.23	-	-
Cost of allocation of public properties in the project	0.76	-	-
Baan Rock Garden Airport 2 :			
Cost of land	3.87	4.72	5.82
Cost of project development	17.42	22.51	30.15
Cost of allocation of public properties in the project	2.46	2.80	2.48
Total	43.71	40.27	38.45

In 2014, the cost of sales was recorded at 43.71 Million Baht, increased from year 2013 by approximately 13.07 Million Baht or 42.65%, since in 2014 has been revenue recognized more than in 2013 and the revenue was mainly generated from Baan Rock Garden Airport phase 2, which is higher than the cost of other projects of the company.

In 2015, the cost of sales was recorded at 40.27 Million Baht, decreased from year 2014 by approximately 3.44 Million Baht or 7.87%, since in 2015 has been revenue recognized more than in 2014 as a result costs decreased proportionately.

For 2016, the cost of sales was recorded at 38.45 Million Baht, decreased from year 2015 by approximately 1.82 Million Baht or 4.52%, since in 2015 has been revenue recognized more than in 2014 as a result costs decreased proportionately.

Selling and administrative expenses

In 2014, the Company had the selling and administrative expenses of approximately 28.97 Million Baht, a decrease of approximately 19.30 Million Baht from the 2013 figure. The main cost in 2014 include (1) commission fee of approximately 3.20 Million Baht (2) salaries of management and employees of approximately 6.03 Million Baht (3) specific business tax of approximately 2.30 Million Baht and (4) office rental fees of 2.38 Million Baht.

In 2015, the Company had the selling and administrative expenses of approximately 30.35 Million Baht, a increase of approximately 1.38 Million Baht or 4.76% from the 2014 figure. The main cost in 2015 include (1) commission fee of approximately 2.37 Million Baht (2) marketing and advertising expenses of approximately 2.03 Million Baht (3) salaries of management and employees of approximately 6.13 Million Baht (4) specific business tax of approximately 1.35 Million Baht and (5) office rental fees of 2.36 Million Baht.

For 2016, the company had the selling and administrative expenses of approximately 29.97 Million Baht, a decrease of approximately 0.38 Million Bath or 1.25% from the 2015 figure. The main cost in 2016 include (1) commission fee of approximately 3.24 Million Baht (2) marketing and advertising expenses of approximately 1.67 Million Baht (3) salaries of management and employees of approximately 6.36 Million Baht (4) specific business tax of approximately 2.04 Million Baht and (5) office rental fees of 2.36 Million Baht.

Interest expenses

In 2014, 2015 and 2016 the interest expense was recorded at 0.03 Million Baht, 0.02 Million Baht and 0.07 Million Baht respectively due to liabilities under financial lease agreement. The figures proved that the Company attempted to use own funds most, the make debt to least. To reduce the risk of the Company's liquidity. Which is an important factor in managed services..

Gross profit

In 2014, the Company's gross profit margin valued of approximately 37.85 Million Baht, an increase of approximately 4.66 Million Baht from the 2013, or of approximately 14.04%, due to higher revenues than in 2013, resulting in a gross profit margin as a proportion.

In 2015, the Company's gross profit margin valued of approximately 30.07 Million Baht, an decrease of approximately 7.78 Million Baht from the 2014, or of approximately 20.55%, due to lower revenues than in 2014, resulting in a gross profit margin as a proportion.

For 2016, the Company's gross profit margin valued of approximately 23.40 Million Baht, an decrease of approximately 6.67 Million Baht from the 2015, or of approximately 22.18%, due to lower revenues than in 2015, resulting in a gross profit margin as a proportion.

Operating profit and net profit

In 2014, the Company had the operating profit and the net profit by approximately 15.24 Million Baht and 12.14 Million Baht, respectively, the Company with a turnover of more than the year 2013, Due to loss sharing of a non-operating joint venture.

In 2015, the Company had the operating profit and the net profit by approximately 10.35 Million Baht and 8.20 Million Baht, respectively, the company's turnover decreased from 2014 due to the economic conditions and the decisions of lower customer.

For 2016, the Company had the operating profit and the net profit by approximately 6.94 Million Baht and 5.46 Million Baht, respectively, the company's turnover decreased from 2015 due to the economic conditions, competitors have more and customer choice have manifold, thus making it difficult for sell and operating.

Return to shareholders

In 2014, the Company's return to equity ratio increased to 0.99% due to higher sales volume and net profit, compared to the 2013 figure.

In 2015, the Company's return to equity ratio decreased to 0.66% due to lower sales volume and net profit, compared to the 2014 figure.

For 2016, the Company's return to equity ratio decreased to 0.45% due to lower sales volume and net profit, compared to the 2015 figure.

Financial Statement Analysis

Assets

The main components of the Company's assets in 2014, 2015 and 2016 were development costs and undeveloped-land costs, accounting for about 83.60%, 81.04% and 79.98% of the total assets, respectively. In 2016, the development costs and undeveloped land costs were at 8.20% and 71.78% of the total assets, respectively. The details of the aforementioned costs were summarized below:

(Unit: Bt. million)

Costs of property development :	2014	2015	2016
● Project under development – net: Baan Rock Garden Bypass 3	-	-	-
● Project under development – net: Baan Rock Garden Bypass 4	-	-	-
● Project under development – net: Baan Rock Garden Bypass 6 Phase 1	19.77	12.58	12.58
● Project under development – net: Baan Rock Garden Airport 1	-	-	-
● Project under development – net: Baan Rock Garden Airport 2	145.38	121.91	90.19
● Project under development – net: Baan Rock Garden Airport 3	-	-	-
Total	165.15	134.49	102.77
Undeveloped land :			
● Vacant land: approximately 40 rais - Bangsaothong, Srisajorakenoi, Samuthprakarn	90.62	90.62	90.62
● Vacant land: approximately 3.5 rais - Soi Vacharapol, Bangkok	38.18	38.18	38.18
● Vacant land: approximately 508 rais - Pa-Klog, Talang, Phuket	507.80	507.80	*513.08
● Vacant land: approximately 212 rais – Ratsada, Muang, Phuket (Baan Rock Garden Bypass 6 Phase 2-10)			
● Vacant land: approximately 104 rais - Baan Pae, Muang, Rayong	61.18	61.18	61.18
Total	894.29	894.29	899.57

At the end of 2014, the Company's cost of the property development reduced to 165.15 million Baht, or 39.57 million Baht (19.33%) lower than that of 2014. The Company had no new development project but continued to develop the Baan Rock Garden Airport 2 and Baan Rock Garden Bypass 6 Phase 1 project.

At the end of 2015, the Company's cost of the property development reduced to 134.49 million Baht, or 30.66 million Baht (18.56%) lower than that of 2015. The Company had no new development project but continued to develop the Baan Rock Garden Airport 2 and Baan Rock Garden Bypass 6 Phase 1 project.

At the end of 2016, the Company's cost of the property development reduced to 102.77 million Baht, or 31.72 million Baht (23.59%) lower than that of 2016. The Company had no new development project but continued to develop the Baan Rock Garden Airport 2 and Baan Rock Garden Bypass 6 Phase 1 project.

*In 2559 the auditor has tested the land impairment of undeveloped in Note 9 of the financial statements (independent appraiser on December 21, 2559).

Account receivables

The Company recognizes revenues after right transfer and making of sales agreements. First down payments and installments which are not counted as revenues will be recorded as deposits from properties sales. Therefore, the Company normally has no account receivable from properties sales.

Cash flow and liquidity

In 2014, the Company had cash inflow from operating activities in an amount of 44.42 million Baht because the Company did not launch any new projects but continued to develop the existing ones, resulting in cash inflow in 2014.

In 2015, the Company had cash inflow from operating activities in an amount of 25.84 million Baht because the Company did not launch any new projects but continued to develop the existing ones, resulting in cash inflow in 2015.

For 2016, the Company had cash inflow from operating activities in an amount of 24.14 million Baht because the Company did not launch any new projects but continued to develop the existing ones, resulting in cash inflow in 2016.

In 2014, the Company's cash flow for investment activities was approximately 44.00 million Baht. The overall investment in 2014 covered (1) short-term investment of 50 million Baht, (2) cash payment for equipment purchase of about 0.12 million Baht and (3) interest receipt of about 6.11 million Baht, respectively.

In 2015, the Company's cash flow for investment activities was approximately 7.87 million Baht. The overall investment in 2015 covered (1) short-term investment of 15 million Baht, (2) cash payment for equipment purchase of about 0.41 million Baht and (3) interest receipt of about 7.53 million Baht, respectively.

For 2016, the Company's cash flow for investment activities was approximately 12.15 million Baht. The overall investment in 2016 covered (1) short-term investment of 15 million Baht, (2) cash payment for equipment purchase of about 2.92 million Baht and (3) interest receipt of about 5.77 million Baht, respectively.

In 2014, the Company had cash flow from financing of 0.22 million Baht, From Cash paid for liabilities under finance lease.

In 2014, the Company had the liquidity ratio of 12.34 times, increasing from the 2013 approximately 3.52%, due to the higher the assets in 2014.

In 2015, the Company had cash flow from financing of 0.22 million Baht, From Cash paid for liabilities under finance lease.

In 2015, the Company had the liquidity ratio of 12.56 times, due to the higher the assets in 2014 and the lower the liability in 2014.

For 2016, the Company had cash flow from financing of 20.97 million Baht, from payment for dividend 20.50 million Bath.

In 2016, the Company had the liquidity ratio of 12.90 times, due to the liability in 2016 decrease from 2015.

Sources of funds

-Liabilities-

As of 31 December 2014, the Company had the total liabilities of 38.24 million Baht, decreasing by approximately 2.02 million Baht (5.28%), could be summarized as follows.

- (1) Accounts payable of 3.51 million Baht (normal accounts payable or other parties)
- (2) Tax liabilities of 1.24 million Baht.
- (3) Loan interest of approximately of 6.63 million Baht (The Company paid interest of long-term loans to creditors in a form of land.)
- (4) Performance bond of 5.44 million Baht

As of 31 December 2015, the Company had the total liabilities of 30.23 million Baht, decreasing by approximately 5.93 million Baht (16.41%), could be summarized as follows.

- (1) Accounts payable of 3.70 million Baht (normal accounts payable or other parties)
- (2) Tax liabilities of 0.66 million Baht.
- (3) Loan interest of approximately of 6.63 million Baht (The Company paid interest of long-term loans to creditors in a form of land.)

As of 31 December 2016, the Company had the total liabilities of 29.26 million Baht, decreasing by approximately 9.97 million Baht (32.98%), could be summarized as follows.

- (1) Accounts payable of 1.53 million Baht (normal accounts payable or other parties)
- (2) Loan interest of approximately of 6.63 million Baht (The Company paid interest of long-term loans to creditors in a form of land.)

For the year 2014, the Company had debt to equity ratio of 0.03 times, that the Company has risk of the ability is less repayment because of the Company's policy, financing investment in equity of shareholders more than creating liabilities in financing investment for operations.

For the year 2015, the Company had debt to equity ratio of 0.02 times, that the Company has risk of the ability is less repayment because of the Company's policy, financing investment in equity of shareholders more than creating liabilities in financing investment for operations.

For the year 2016, the Company had debt to equity ratio of 0.02 times, that the Company has risk of the ability is less repayment because of the Company's policy, financing investment in equity of shareholders more than creating liabilities in financing investment for operations.

- Shareholders' equity -

As of 31 December 2014, the Company had the shareholders' equity of 1,231.03 million Baht, increasing by approximately 12.13 million Baht, comprised the common stock of 1,025 million Baht, the surplus on common stocks of 32.12 million Baht, the surplus on adjustment on merger and acquisition of 1.15 million Baht, the legal reserves of 18.40 million Baht which increasing of 0.70 million Baht from the year 2013 and the retained earnings of 142.92 million Baht, respectively.

As of 31 December 2015, the Company had the shareholders' equity of 1,239.29 million Baht, increasing by approximately 8.20 million Baht, comprised the common stock of 1,025 million Baht, the surplus on common stocks of 32.12 million Baht, the surplus on adjustment on merger and acquisition of 1.15 million Baht, the legal reserves of 18.85 million Baht which increasing of 0.45 million Baht from the year 2014 and the retained earnings of 162.17 million Baht, respectively.

As of 31 December 2016, the Company had the shareholders' equity of 1,253.27 million Baht, decreasing by approximately 16.25 million Baht, comprised the common stock of 1,025 million Baht, the surplus on common stocks of 32.12 million Baht, the surplus on adjustment on merger and acquisition of 1.15 million Baht, the legal reserves of 19.15 million Baht which increasing of 0.30 million Baht from the year 2015 and the retained earnings of 146.59 million Baht, respectively.

-Capital structure -

The debt to equity ratios as of 31 December 2014, 2015 and 2016 were at 0.03, 0.02 and 0.02 times, respectively. The same Reflects the policy of funding that do not focus on debt in the economy has started to grow in a better direction.

(TRANSLATION)
INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Board of Directors of BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

Opinion

I have audited the financial statements of BAAN ROCK GARDEN PUBLIC COMPANY LIMITED. ("the Company"), which comprise the statement of financial position as at 31 December 2016, and the statement of comprehensive income, the statement of changes in shareholders' equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2016, and its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the Code of Ethics for Professional Accountants regarding the audit of the financial statements which is promulgated by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King, and I have fulfilled my other ethical responsibilities in accordance with those ethical requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

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Impairment of Land Held for Development

The Company shall test land held for development, mentioned in Note to Financial Statements No. 9, for impairment annually. The land held for development is the land that the management anticipate to develop and sell the said land in the future. However, currently the management has not yet determined a land development plan. Therefore, such management's test is considered from the land's fair value based its present condition less the costs of disposal. The said test of the impairment is significant to the audit since the value of the land held for development shown in the Statements of Financial Position as of December 31, 2016 is Baht 899.58 million, equivalent to 71.78% of the total asset, which considered to be significant to the financial statements. Moreover, the management has used the report of an independent appraiser to support their consideration in the process of testing for impairment of land held for development.

Therefore, my audit methods have included understanding the process of testing for impairment of land held for development, assessing the appropriateness of the method which the management used in testing for impairment of land held for development, assessing the reliability of the report of an independent appraiser, investigate the sources of information used in the land appraisal process, and comparing the cost of the said land held for development with the fair values less costs of disposal.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and my auditor's report thereon, which is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance.

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Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing of the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matter relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's the financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

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From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such information.

(Miss Wanraya Puttasatien)

Certified Public Accountant Registration No. 4387

CWWP Company Limited

Bangkok,

17 February 2017

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BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2016

	Notes	31 December 2016	31 December 2015
		Baht	Baht
ASSETS			
CURRENT ASSETS			
Cash and Cash Equivalents	6	27,124,539.02	36,100,050.29
Temporary Investments	27.3	210,000,000.00	195,000,000.00
Other Receivables	7	2,696,179.41	1,299,218.62
Cost of Real Estate Development	8	102,773,669.36	134,487,619.84
TOTAL CURRENT ASSETS		342,594,387.79	366,886,888.75
NON-CURRENT ASSETS			
Land Held for Development	9	899,579,042.63	894,299,742.63
Property, Plant and Equipment	10	8,362,269.16	4,628,514.11
Deposit at Bank Used as Collateral	11	418,291.49	414,985.98
Deferred Tax Assets	12	1,886,943.88	2,873,056.05
Other Non-Current Assets		426,035.50	417,301.50
TOTAL NON-CURRENT ASSETS		910,672,582.66	902,633,600.27
TOTAL ASSETS		1,253,266,970.45	1,269,520,489.02

Notes to financial statements are an integral part of these statement.

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2016

	Notes	31 December 2016	31 December 2015
		Baht	Baht
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Trade and Other Payables	13	1,528,740.81	3,704,010.79
Current Portion of Liabilities under Financial			
Lease Agreements	15	410,776.61	207,014.13
Accrued Income Taxes		-	658,540.75
Provision-Accrued Interest	27.3	6,627,996.31	6,627,996.31
Estimate from Prosecuted Cases	14	18,000,000.00	18,000,000.00
TOTAL CURRENT LIABILITIES		26,567,513.73	29,197,561.98
NON-CURRENT LIABILITIES			
Financial Lease Agreements Liabilities	15	1,329,325.39	71,190.23
Employee Benefit Obligation	16	1,092,209.69	695,801.85
Other Non-Current Liabilities		267,476.57	261,588.72
TOTAL NON-CURRENT LIABILITIES		2,689,011.65	1,028,580.80
TOTAL LIABILITIES		29,256,525.38	30,226,142.78

Notes to financial statements are an integral part of these statement.

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2016

	Notes	31 December 2016	31 December 2015
		Baht	Baht
SHAREHOLDERS' EQUITY			
Share Capital	17		
Authorized Share Capital			
1,231,099,916 Ordinary Shares @ Baht 1.00		1,231,099,916.00	-
1,229,999,916 Ordinary Shares @ Baht 1.00		-	1,229,999,916.00
Issued and Paid-Up Share Capital			
1,024,999,930 Ordinary Shares @ Baht 1.00		1,024,999,930.00	1,024,999,930.00
Premiums on Ordinary Shares		32,123,085.07	32,123,085.07
Retained Earnings			
Appropriated			
Legal Reserve		19,150,000.00	18,850,000.00
Unappropriated		146,587,963.17	162,171,864.34
Other Components of Equity		1,149,466.83	1,149,466.83
TOTAL SHAREHOLDERS' EQUITY		1,224,010,445.07	1,239,294,346.24
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,253,266,970.45	1,269,520,489.02

Notes to financial statements are an integral part of these statement.

STATEMENTS OF COMPREHENSIVE INCOME

For the year ended 31 December 2016

	Notes	31 December 2016	31 December 2015
		Baht	Baht
Revenue from Sale		61,849,987.44	70,344,918.00
Cost of Sales		(38,450,959.57)	(40,273,744.61)
Gross Profit		23,399,027.87	30,071,173.39
Other Incomes		13,587,058.84	10,638,916.28
Selling Expenses		(9,847,763.44)	(9,865,891.80)
Administrative Expenses		(20,121,435.95)	(20,480,040.61)
Finance Costs		(72,192.84)	(18,750.85)
Profit Before Income Tax		6,944,694.48	10,345,406.41
Income Tax (Expense) Revenue	21	(1,488,486.49)	(2,144,562.44)
Profit for the Period		5,456,207.99	8,200,843.97
Other Comprehensive Income (Expense)			
Items that will not be Subsequently Reclassified to Profit or Loss			
Actuarial Gain (loss) for Employee Defined Benefit Plans - Net of Tax		(240,112.00)	-
Total Items that will not be Subsequently Reclassified to Profit or Loss - Net of Tax		(240,112.00)	-
Total Comprehensive Income (Expense) for the Period - Net of Tax		(240,112.00)	-
Other Comprehensive Income (Expense) for the Period - Net of Tax		5,216,095.99	8,200,843.97
Basic Earning per Share		0.005	0.008

Notes to financial statements are an integral part of these statement.

ANNUAL REPORT

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the year ended 31 December 2016

	Notes	Issued and Paid-up Share Capital	Share Premiums Account	Retained Earnings		Other Components		Total
				Appropriated Legal Reserve	Unappropriated	Surplus from Reorganisation under the Common Control		
						Baht	Baht	
Balance as at 1 January 2015		1,024,999,930.00	32,123,085.07	18,400,000.00	154,421,020.37	1,149,466.83		1,231,093,502.27
Comprehensive Income (Expense) for the Year								
Profit for the Year		-	-	-	8,200,843.97	-		8,200,843.97
Total Comprehensive Income (Expense) for the Year		-	-	-	8,200,843.97	-		8,200,843.97
Transactions with Owners								
Contributions by and Distributions to Owners of the Company								
Appropriated Legal Reserve	18	-	-	450,000.00	(450,000.00)	-		-
Total Contributions by and Distributions to Owners of the Company		-	-	450,000.00	(450,000.00)	-		-
Total Transactions with Owners		-	-	450,000.00	(450,000.00)	-		-
Balance as at 31 December 2015		1,024,999,930.00	32,123,085.07	18,850,000.00	162,171,864.34	1,149,466.83		1,239,294,346.24
Comprehensive Income (Expense) for the Year								
Profit for the Year		-	-	-	5,456,207.99	-		5,456,207.99
Other Comprehensive Income (Expense) for the Year		-	-	-	(240,112.00)	-		(240,112.00)
Total Comprehensive Income (Expense) for the Year		-	-	-	5,216,095.99	-		5,216,095.99
Transactions with Owners								
Contributions by and Distributions to Owners of the Company								
Dividend Payment	19	-	-	-	(20,499,997.16)	-		(20,499,997.16)
Appropriated Legal Reserve	18	-	-	300,000.00	(300,000.00)	-		-
Total Contributions by and Distributions to Owners of the Company		-	-	300,000.00	(20,799,997.16)	-		(20,499,997.16)
Total Transactions with Owners		-	-	300,000.00	(20,799,997.16)	-		(20,499,997.16)
Balance as at 31 December 2016		1,024,999,930.00	32,123,085.07	19,150,000.00	146,587,963.17	1,149,466.83		1,224,010,445.07

.....Director
(Mrs. Naowanit Silapraat)

Notes to financial statements are an integral part of these statement.

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

STATEMENTS OF CASH FLOW

For the year ended 31 December 2016

	Notes	31 December 2016	31 December 2015
		Baht	Baht
CASH FLOW FROM OPERATING ACTIVITIES			
Profit before Income Tax		6,944,694.48	10,345,406.41
Adjustment to Profit (Loss) before Income Taxes for Cash Received (Paid)			
from Operations			
Doubtful Debts		-	156,991.87
Loss on Decline in Value of Inventories (reversal)		(47,668.70)	1,762,182.09
Depreciation		1,044,272.22	485,865.02
(Gain) from Disposal of Fixed Assets		(5,659.98)	-
Loss on Impairment of Land Held for Development (reversal)		(5,279,300.00)	-
(Gain) from Sales of Investment in Joint Venture		-	(10,000.00)
(Gain) from Written-off of Retention Payable		(2,194,462.17)	(3,234,359.66)
Cost of Real Estate Development Reduced to be Cost of Goods Sold		38,498,628.27	38,511,562.52
Employee Benefit Expenses		96,267.84	89,422.86
Interest Income		(5,768,794.47)	(7,529,255.61)
Interest Expenses Under Financial Lease		72,192.84	18,750.85
Profit from Operating Activities before Changes in Operating Assets		33,360,170.33	40,596,566.35
and Liabilities			
(Increase) Decrease in Operating Assets			
Other Receivables		(95,495.30)	(16,804.79)
Cost of Real Estate Development		(6,737,009.09)	(9,666,152.40)
Other Non-Current Assets		(8,734.00)	36,940.00
Increase (Decrease) in Operating Liabilities			
Trade and Other Payables		19,192.19	(2,017,389.62)
Other Non-Current Liabilities		5,887.85	6,635.54
Cash Received (Paid) from Operating Activities		26,544,011.98	28,939,795.08
Paid for Income Tax		(2,402,352.56)	(3,095,123.72)
NET CASH PROVIDED FROM (USED IN) OPERATING ACTIVITIES		24,141,659.42	25,844,671.36

Notes to financial statements are an integral part of these statement.

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

STATEMENTS OF CASH FLOW

For the year ended 31 December 2016

	Notes	31 December 2016	31 December 2015
		Baht	Baht
CASH FLOW FROM INVESTING ACTIVITIES			
Cash Paid for Purchase of Temporary Investments		(15,000,000.00)	(15,000,000.00)
Cash Paid for Purchase of Fixed Assets		(2,923,109.70)	(406,169.47)
Cash Received from Disposal of Fixed Assets		8,411.21	-
Cash Received from Disposal of Investment		-	10,000.00
(Increase) Decrease in Deposit at Bank Used as Collateral		(3,305.51)	(3,906.72)
Received from Interest Income		5,768,794.47	7,529,255.61
NET CASH PROVIDED FROM (USED IN) INVESTING ACTIVITIES		(12,149,209.53)	(7,870,820.58)
CASH FLOW FROM FINANCING ACTIVITIES			
Cash Paid for Liabilities under Financial Lease Agreements Liabilities		(467,964.00)	(215,964.00)
Cash Paid for Dividends		(20,499,997.16)	-
NET CASH PROVIDED FROM (USED IN) FINANCING ACTIVITIES		(20,967,961.16)	(215,964.00)
NET CASH AND CASH EQUIVALENTS INCREASE (DECREASE)		(8,975,511.27)	17,757,886.78
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	6	36,100,050.29	18,342,163.51
CASH AND CASH EQUIVALENTS AT ENDING OF THE YEAR	6	27,124,539.02	36,100,050.29

Notes to financial statements are an integral part of these statement.

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2016

1. General Information

Baan Rock Garden Public Company Limited (“the Company”) is a public limited company and is incorporated in Thailand. The Company is listed on Stock Exchange of Thailand. The address of the Company’s registered office is 601 Ramkhamheang 39 Pracha-Uthit Road, Wangthonglang, Bangkok Thailand.

The Company’s major shareholder is the Silaprarat family, holding 21.21% (2015 : 27.71%) Chinprapinorn family is a shareholder, holding 21.01% (2015 : 21.07%) and Chamaraman family is a shareholder, holding 6.22% (2015 : 7.94%) of the issued and paid-up share capital of the Company.

The principal activities of the Company involve the business of real estate development in type of allotted houses so as for disposal while there is the project of completed development and being development in progress at Bangkok, Phuket and Samutprakran.

2. Basis of Preparation

2.1 The financial statements have been prepared in accordance with Financial Reporting Standards of Thailand including related interpretations and guidelines promulgated by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King, applicable rules and regulations of the Securities and Exchange Commission and The Stock Exchange of Thailand.

2.2 The financial statements were presented in compliance with the notification of Department of Business Development regarding “Brief particulars must be contained in financial statements B.E. 2554” dated on 28 September 2011, notified according to Accounting Act B.E. 2543.

2.3 In order to prepare the financial statements to comply with financial reporting standards, the Company's management had to make some estimates and suppositions which may have an effect on the amount shown for revenues, expenses, assets and liabilities and also on the disclosures concerning assets and contingent liabilities, therefore the actual result may differ from the estimated amount.

2.4 The financial report in Thai language is the official statutory financial report of the Company. The financial report in English language has been translated from the Thai language financial report.

3. Applied New Financial Reporting Standards

The Company has applied the new conceptual framework for financial statements, new accounting standards, financial reporting standards, accounting standards interpretations, financial reporting standards interpretations and accounting guidances, which are effective for the accounting period beginning on or after 1 January 2015, with no effect on the current financial report.

4. New Financial Reporting Standards Not Yet Effective

Accounting standards, financial reporting standards, interpretations accounting standards, interpretations financial reporting standards and new accounting practices, which are not yet effective for the current accounting periods that the Company has not adopted, are as follows:

Effective for the accounting period beginning on or after 1 January 2017

TAS 1 (revised 2016)	Presentation of Financial Statements
TAS 2 (revised 2016)	Inventories
TAS 7 (revised 2016)	Statement of Cash Flows
TAS 8 (revised 2016)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2016)	Events After the Reporting Period

TAS 11 (revised 2016)	Construction Contracts
TAS 12 (revised 2016)	Income Taxes
TAS 16 (revised 2016)	Property, Plant and Equipment
TAS 17 (revised 2016)	Leases
TAS 18 (revised 2016)	Revenue
TAS 19 (revised 2016)	Employee Benefits
TAS 20 (revised 2016)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2016)	The Effects of Changes in Foreign Exchange Rate
TAS 23 (revised 2016)	Borrowing Costs
TAS 24 (revised 2016)	Related Party Disclosures
TAS 26 (revised 2016)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2016)	Separate Financial Statements
TAS 28 (revised 2016)	Investments in Associates and Joint Venture
TAS 29 (revised 2016)	Financial Reporting in Hyperinflationary Economics
TAS 33 (revised 2016)	Earnings per Share
TAS 34 (revised 2016)	Interim Financial Reporting
TAS 36 (revised 2016)	Impairment of Assets
TAS 37 (revised 2016)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2016)	Intangible Assets
TAS 40 (revised 2016)	Investment Property
TAS 41 (revised 2016)	Agriculture

TFRS 2 (revised 2016)	Share-Based Payments
TFRS 3 (revised 2016)	Business Combinations
TFRS 4 (revised 2016)	Insurance Contracts
TFRS 5 (revised 2016)	Non-current Assets Held for Sale and Discounted Operations
TFRS 6 (revised 2016)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2016)	Operating Segments
TFRS 10 (revised 2016)	Consolidated Financial Statements
TFRS 11 (revised 2016)	Joint Arrangements
TFRS 12 (revised 2016)	Disclosure of Interests in Other Entities
TFRS 13 (revised 2016)	Fair Value Measurement
TSIC 10 (revised 2016)	Government Assistance – No Specific Relation to Operating Activities
TSIC 15 (revised 2016)	Operating Leases – Incentives
TSIC 25 (revised 2016)	Income Taxes – Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2016)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2016)	Service Concession Arrangements: Disclosures
TSIC 31 (revised 2016)	Revenue – Barter Transactions Involving Advertising Services
TSIC 32 (revised 2016)	Intangible Assets – Web Site Costs
TFRIC 1 (revised 2016)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2016)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2016)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

TFRIC 7 (revised 2016)	Applying the Restatement Approach under TAS 29 (revised 2016) Financial Reporting in Hyperinflationary Economies
TFRIC 10 (revised 2016)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2016)	Service Concession Arrangements
TFRIC 13 (revised 2016)	Customer Loyalty Programmes
TFRIC 14 (revised 2016)	TAS 19 (revised 2016) – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2016)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2016)	Distributions of Non-cash Assets to Owners
TFRIC 18 (revised 2016)	Transfers of Assets from Customers
TFRIC 20 (revised 2016)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21 (revised 2016)	Levies
TAS 104 (revised 2016)	Accounting for Troubled Debt Restructurings
TAS 105 (revised 2016)	Accounting for Investments in Debt and Equity Securities
TAS 107 (revised 2016)	Financial Instruments: Disclosure and Presentation
Accounting Guidances for Derecognition of Financial Assets and Financial Liabilities	

The management of the Company believes that above financial reporting standards will not have any significant impact on the financial statements when they are applied.

5. Significant Accounting Policies

5.1 Measurements bases used in the Preparation of Financial Statements

Measurement bases used in the preparation of financial statements are historical cost measurement basis and combination of variety measurement bases used. Some assets and liabilities that use other measurement bases have been disclosed the measurement bases used in the particular accounting policies.

5.2 Financial Instruments

Financial assets which shown in the statement of financial position include cash and cash at banks, investments and trade and other receivables. Financial liabilities which shown in the statement of financial position include trade and other payables. The specific accounting policies for each item are disclosed in the respective accounting policies.

5.3 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less and free from restrictions.

5.4 Other Receivables and Allowance for Doubtful

Other receivables are stated at net realizable value. Allowance for doubtful receivables are estimated by percentage of accounts receivable which is assessed primarily on analysis of payment histories and review of all outstanding amounts at the end of the reporting period.

5.5 Cost of Real Estate Development

Cost of real estate development is reflected according to the cost price or net realizable value whichever is lower. Cost price is composed of cost of land acquisition, land development, project construction cost and public utility system. The Company records the cost of real estate development as cost of goods sold by appropriating the whole cost of development anticipated to incur (by taking the actual cost) to the houses plus land sold in accordance with the basis of area sales.

5.6 Land Development Cost

Land development cost means the land the Company aims to hold for the future benefit and recorded as non current asset by reflecting according to the cost price which may adjust by allowance for asset impairment. The cost price is composed by land fee and other related expense so as to acquire the land.

5.7 Property, Plant and Equipment

Land is recorded at cost price. Plant and equipment are recorded at cost price after deduction of accumulated depreciation, accumulated loss on impairment (if any) and calculated depreciation on a straight-line method over their approximate useful life as follows:

Building	20 years
Fixture and building improvements	10 years
Vehicles	5 years
Office equipment	5 years

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group/Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Gain or loss on disposal of property, plant and equipment is computed from discrepancy between net proceed and carrying amount and recognized as revenue or expense in the profit or loss.

5.8 Intangible Assets and Amortization

Intangible assets are stated at initial cost deducted by accumulated amortization and accumulated loss on impairment (if any). Amortization is calculated by straight-line method over the estimated useful life for the period of 5 years.

5.9 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of each project an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The Company will record to deferred interest and present as a part of inventories of each project. The Company will cease the record when the project is complete or sold or faced with problem of delay while the proceeding of further development incurs. For the interest incurred from loan to acquire land pending for development but not yet developed. The Company will record such interest expense as expense in the statement of income.

5.10 Impairment of Assets

The carrying amounts of assets are assessed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated of asset or its cash-generating unit to which the asset is included in the recognition of an impairment loss when the recoverable amount less than the carrying amount of the asset or its cash generating unit.

Impairment loss is recognized as expenses in profit or loss immediately.

Calculation of Recoverable Amount

- The recoverable amount is the higher of the asset's fair value less cost to sell of asset or the cash-generating unit or its value in use.
- In assessing value in use of an asset by estimating the present value of future cash flows generated by the asset, discounted using a pre-tax discount rate which reflects current market assessments of the time value of money and the risks specific to the asset.
- The asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of Impairment Loss

- The loss on impairment of assets recognized in the prior period will be reversed if the estimation for indicated net realizable value changes since the last impairment loss was recognized. The carrying amount of the asset not exceed just to be the carrying amount that would have been (net of accumulated depreciation or amortization), if no impairment loss had been recognized.
- Reversals of impairment loss will be recognized as income in profit or loss immediately.

5.11 Trade and Other Payables

Trade and other payables were shown in cost value.

5.12 Employees Benefit

Defined Contribution Plan

The Company operates a provident fund which is funded by payments from employees and by the Company. The assets for which are held in a separate trust fund. Contributions to the provident fund are recognized in profit or loss in the period in which they are incurred.

Defined Benefit Plan

The Company has the employee benefit obligation in case of retirement or termination under the labor law. The Company hires an actuary to calculate on an actuarial technique the said employee benefit obligation. The said employee benefit obligation is discounted using the projected unit credit method by reference to an interest rate of a government bond to determine the present value of the employee benefit obligation, related past service cost and current service cost. All actuarial gains and losses are recognized immediately in profit or loss.

5.13 Provision

The Company recognized provision when it is probable that there is a present legal or constructive obligation as a result of past events and an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. The reimbursement is recognized as a separate asset when, and only when, the reimbursement is virtually certain after the provision is settled.

5.14 Leases

The Company is the lessee

Long term leases which substantially transferred all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the inception of the lease at the lower of the fair value of the leased asset or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations less finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit or loss over the lease period. The assets acquired under finance leases while depreciation is carried throughout the useful life of leased asset. However, if there is uncertainty in the right of ownership when the contract is terminated, depreciation is carried according to useful life of leased assets or life of leased contract whichever the period is lower.

Long-term leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operation leases (net of any incentives received from the lesser) are charged to profit or loss on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lesser by way of penalty is recognized as an expense in the period in which termination takes place.

5.15 Recognition of Revenue

The Company recognizes the whole revenue from the sale of real estate as revenue when the sellers have transferred the material risk and benefit in such real estate to purchasers. When there is the arrangement of the contract of purchase and sell which is enforceable according to the law, the first down payment and installment fee which received but not yet counted to recognize as revenue will be recorded as deposit receipt from the sale of real estate.

Interest income is recognized over the period by calculated from the outstanding principal.

5.16 Recognition of Cost

The Company are recognized cost of land and houses, the Company allocates cost of the entire development anticipated to incur of each project (considering actual cost) to land plus house add in accordance with selling area of each project and recognized as cost of goods sold in percentage of sold area of each project.

5.17 Income Taxes

Income tax comprises current tax and deferred tax. Income tax is recognized in the profit or loss except to the extent that related to items recognized in other comprehensive income or recognized directly in the shareholders' equity which will recognize in other comprehensive income or recognized directly in equity as same as that item.

Current Tax

The Company recorded current tax at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation, using the tax rates enacted at the end of reporting period.

Deferred Tax

The Company recorded deferred tax on the liability on the statement of financial position method which calculated from temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of reporting period.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profit will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that the related tax benefit will be realized.

5.18 Earnings per Share

Basic earnings per share is calculated by dividing profit for the year by the weighted average number of ordinary shares held by outside shareholders outstanding during the period and diluted earnings per share is calculated by dividing profit for the year adjustment with the effect of item related to diluted ordinary shares by the weighted average number of already issued and fully paid shares during the year plus number of ordinary shares which may be issued in order to convert all diluted ordinary shares to ordinary shares.

5.19 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company apply a quoted market price in an active market to measure their assets and liabilities that are to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company measure fair value using valuation technique that are appropriate in the circumstances and maximizes the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5.20 Significant Accounting Judgments and Estimates

In order to prepare the financial statements to comply with financial reporting standards, the Company's management had to make some judgment and estimates which may have an effect on the amount shown in financial statements and notes to financial statements, therefore the actual results may differ from the estimated amount. Significant estimates and provisions are as follows:

Lease

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding whether significant risk and rewards of ownership of the leased asset have been transferred, taking into consideration terms and conditions of the lease arrangement.

Allowance for Doubtful Accounts

In determining an allowance for doubtful accounts, the management needs to make judgment and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition etc.

Project Development Costs Estimation

In calculating cost of land and houses sold, the Company have to estimate all project development costs, comprising land and land improvement costs, design and construction costs, public utility costs, borrowing costs and other related costs. The management estimates these costs based on business experience and revisit the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

Property, Plant and Equipment/ Land Held to Development

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the Company's plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment and land held to development for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

Intangible Assets and Amortization

Intangible assets are systematically amortized over their estimated useful lives, and are subject to impairment if there is an indication they may be impaired.

Post-Employment Benefits

The obligation under defined benefit plan is determined based on actuarial valuations. Inherent within these calculations are assumptions as to discount rates, future salary increases and other demographic factors. In determining the appropriate discount rate, management selects an interest rate that reflects the current economic situation. Actual post-retirement costs may ultimately differ from these estimates.

Litigation

The Company has contingent liabilities as a result of litigation. The management has used judgment to assess the results of the litigation and believes that losses incurred will not exceed the recorded amounts as at the end of reporting period.

6. Cash and Cash Equivalents

Consist of:

	As at 31 December 2016	As at 31 December 2015
	Baht	Baht
Cash	95,102.81	114,090.08
Saving Deposit Accounts	21,806,311.09	25,166,934.86
Current Deposit Accounts	5,223,125.12	10,819,025.35
Total	27,124,539.02	36,100,050.29

7. Other Receivables

Consist of:

	As at 31 December 2016	As at 31 December 2015
	Baht	Baht
Other Receivables	498,165.42	110,421.84
Advance-Subcontractor	2,454,553.61	2,454,553.61
Advance-Staff	19,999.91	86,599.75
Prepaid Expense	813,975.38	1,039,623.82

Withholding Tax	1,301,465.49	-
Total	5,088,159.81	3,691,199.02
<u>Less Allowance for Doubtful Debts</u>	<u>(2,391,980.40)</u>	<u>(2,391,980.40)</u>
Net	2,696,179.41	1,299,218.62

For the year ended 31 December 2016 and 2015, the movement of allowance for doubtful was as follows :

	For the year ended 31 December 2016	For the year ended 31 December 2015
	Baht	Baht
Beginning Carrying Amount	(2,391,980.40)	(2,234,988.53)
Increased during the Year	-	(156,991.87)
Reversed during the Year	-	-
Ending Carrying Amount	<u>(2,391,980.40)</u>	<u>(2,391,980.40)</u>

8. Cost of Real Estate Development

Consist of:

	As at 31 December 2016	As at 31 December 2015
	Baht	Baht
Land Development	21,205,077.06	28,722,373.23
Construction in Progress	83,283,105.69	107,527,428.70
Total	104,488,182.75	136,249,801.93
<u>Less Allowance for Decline in Value of Inventories</u>	<u>(1,714,513.39)</u>	<u>(1,762,182.09)</u>
Net	102,773,669.36	134,487,619.84

9. Land Held for Development

Consist of:

	As at 31 December 2016	As at 31 December 2015
	Baht	Baht
Cost of land	899,579,042.63	899,579,042.63
<u>Less Allowance for Impairment</u>	<u>-</u>	<u>(5,279,300.00)</u>
Net	899,579,042.63	894,299,742.63

For the year ended 31 December 2016 and 2015, the movement of allowance for impairment of land held for development was as follows :

	For the year ended 31 December 2016	For the year ended 31 December 2015
	Baht	Baht
Beginning Carrying Amount	(5,279,300.00)	(5,279,300.00)
Increased during the Year	-	-
Reversed during the Year	5,279,300.00	-
Ending Carrying Amount	<u>-</u>	<u>(5,279,300.00)</u>

For the year ended 31 December 2016, the Company tested the land held development for impairment. The land's fair value less the costs of disposal is higher than its cost so the Company considered reversing the whole amount of allowance for impairment of land held development, which shown under other income account.

As at 31 December 2016 and 2015, the Company has the land development with cost of Baht 38.18 million is mortgaged as collateral for credit facilities of bank overdraft, long-term loans and letter of guarantee from bank, moreover two directors of the company have guaranteed in full amount of credit line.

In year 2004, the Company borrows loan from two shareholders while the contract is agreed to repay the interest by transferring land after development in number of 5 Rais to such borrowers on 30 November 2006 (date which is due for loan repayment). Moreover, on 5 October 2010, two shareholders have prepared letter of land ownership transfer in number of 5 Rais to one director who is solely ownership in such land without any remuneration fee. Such land, carried the value of Baht 6.63 million, equally, has not been transferred to the shareholders. However, the Company has estimated the accrued interest payable in amount of Baht 6.63 million as in Note 27.3.

10. Property, Plant and Equipment

Consist of:

As at 31 December 2014

Costs	Land	Building	Machinery and Equipment	Fixture and building improvements	Vehicles	Construction in Progress	Total
	Baht	Baht	Baht	Baht	Baht	Baht	Baht
	92,836.04	2,010,414.49	3,102,485.49	988,854.68	6,627,910.82	-	12,822,501.52
Less Accumulated Depreciation	-	(406,647.79)	(2,634,287.57)	(767,957.43)	(4,358,884.07)	-	(8,167,776.86)
Carrying Amount	92,836.04	1,603,766.70	468,197.92	220,897.25	2,269,026.75	-	4,654,724.66

Transactions during the year ended 31 December 2015

Purchase of Assets	-	-	46,065.99	22,010.00	-	391,578.48	459,654.47
Depreciation for the Year	-	(207,825.17)	(127,486.16)	(57,153.69)	(93,400.00)	-	(485,865.02)
Ending Carrying Amount	92,836.04	1,395,941.53	386,777.75	185,753.56	2,175,626.75	391,578.48	4,628,514.11

As at 31 December 2015

Costs	Land	Building	Machinery and Equipment	Fixture and building improvements	Vehicles	Construction in Progress	Total
	Baht	Baht	Baht	Baht	Baht	Baht	Baht
	92,836.04	2,010,414.49	3,148,551.48	1,010,864.68	6,627,910.82	391,578.48	13,282,155.99
Less Accumulated Depreciation	-	(614,472.96)	(2,761,773.73)	(825,111.12)	(4,452,284.07)	-	(8,653,641.88)
Ending Carrying Amount	92,836.04	1,395,941.53	386,777.75	185,753.56	2,175,626.75	391,578.48	4,628,514.11

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Costs	92,836.04	2,010,414.49	3,148,551.48	1,010,864.68	6,627,910.82	391,578.48	13,282,155.99
Less Accumulated Depreciation	-	(614,472.96)	(2,761,773.73)	(825,111.12)	(4,452,284.07)	-	(8,653,641.88)
Carrying Amount	92,836.04	1,395,941.53	386,777.75	185,753.56	2,175,626.75	391,578.48	4,628,514.11

Transactions during the year ended 31 December 2016

Purchase of Assets	-	-	408,498.90	-	4,265,600.00	106,679.60	4,780,778.50
Disposal of Assets	-	-	(45,000.00)	-	(46,000.00)	-	(91,000.00)
Transfer in (Transfer out)	-	498,258.08	-	-	-	(498,258.08)	-
Depreciation for the Year	-	(233,512.17)	(155,081.48)	(60,183.58)	(595,494.99)	-	(1,044,272.22)

Accumulated Depreciation for

Disposal of Assets	-	-	42,249.77	-	45,999.00	-	88,248.77
Ending Carrying Amount	92,836.04	1,660,687.44	637,444.94	125,569.98	5,847,730.76	-	8,362,269.16

As at 31 December 2016

Costs	92,836.04	2,508,672.57	3,512,050.38	1,010,864.68	10,847,510.82	-	17,971,934.49
Less Accumulated Depreciation	-	(847,985.13)	(2,874,605.44)	(885,294.70)	(5,001,780.06)	-	(9,609,665.33)
Ending Carrying Amount	92,836.04	1,660,687.44	637,444.94	125,569.98	5,845,730.76	-	8,362,269.19

Depreciation for the year ended 31 December 2015 (Included in Administrative Expenses)

Depreciation for the year ended 31 December 2016 (Included in Administrative Expenses)							485,865.02
							1,044,272.22

As at 31 December 2016 and 2015, certain equipment of the Company has been fully depreciated but is still in use. The original cost, before deducting accumulated depreciation, of those assets amounted to Baht 8.55 million and Baht 8.36 million respectively.

Asset under finance leases, where the Company is lessee with net book value as at 31 December 2016 and 2015 of Baht 4.56 million and Baht 0.87 million respectively.

11. Deposit at Bank used as Collateral

As at 31 December 2016 and 2015, the Company constitutes Baht 0.42 million and Baht 0.41 million respectively, fixed deposit with a commercial bank as collateral against its electricity usage, transformers and maintenance fees for public utilities or public services.

12. Deferred Income Taxes

Deferred income taxes are calculated in full on temporary differences, using the liability method and applying a principal tax rate of 20%. The deferred taxation related to the temporary differences between the carrying amounts and the tax bases of assets and liabilities of the Company are summarised belows:

	As at 31 December 2015	Recognized in the profit (loss) for the year	Recognized in the other comprehensive profit (loss)	As at 31 December 2016
	Baht	Baht	Baht	Baht
<u>Deferred Tax Assets</u>				
Cost of Real Estate Development	352,436.42	(9,533.74)	-	342,902.68
Land Held for Development	1,055,860.00	(1,055,860.00)	-	-
Provision Accrued Interest	1,325,599.26	-	-	1,325,599.26
Employee Benefit Obligation	139,160.37	19,253.57	60,028.00	218,441.94
Total	<u>2,873,056.05</u>	<u>(1,046,140.17)</u>	<u>60,028.00</u>	<u>1,886,943.88</u>

13. Trade and Other Payables

Consist of:

	As at 31 December 2016 Baht	As at 31 December 2015 Baht
Trade Payables	252,800.00	18,167.70
Other Payables	1,275,940.81	3,685,843.09
Total	1,528,740.81	3,704,010.79

Other Payables consist of:

	As at 31 December 2016 Baht	As at 31 December 2015 Baht
Deposit from Disposal of Real Estate	14,478.06	2,208,940.23
Deposits Received from Sales of Cost of Real Estate Development	40,000.00	60,000.00
Accrued Expenses	1,059,631.12	1,310,569.17
Other Payables	161,831.63	106,333.69
Total	1,275,940.81	3,685,843.09

14. Estimate from Prosecuted Cases

As at 31 December 2016 and 2015, the Company's estimated liability in the lawsuit. Being sued for the whole amount during the year 2010, the Company has been sued by 13 purchasers of houses for the total of Baht 36.48 million in compensation of the damage incurred from the inconvenience in usage of the common roads because the purchasers thought the common area of the Rock Garden Village Project has no obligation and the Company has the ownership of the said common area per the advertisement of the Company. However, the ownership of the said project's common area belongs to related and outside persons whom have registered the servitude of access for the land in the said project to use as access roads. The real estate agents responsible for the sales of land together with housing in the project have already informed the plaintiff about the said information. On 8 February 2013, the civil court has adjudged to acquit the case. In May 2013, the 12

purchasers of the houses lodged appeals to the Court of Appeals claiming compensation of the damage at the total amount of Baht 41.43 million, bearing interest (one of the purchasers has filed the request to withdraw the litigation to the Court). On 20 December 2013, the Court of Appeals adjudged to reverse the judgment and the Company lost the case. Under this judgment, the Company shall proceed to clear the servitude of access for the common area of the said project. In the event the Company unable to complete the said procedure, the Company shall pay the compensation of the damage to the purchasers of houses at Baht 18.00 million. In January 2014, the Company has appointed a new legal counsel to submit an appeal to the Supreme Court against the adjudication of the Court of Appeals. Currently the case is under consideration of the Supreme Court.

As at 31 December 2016 and 2015, the Company's has recognized the allowance for damage at Baht 18.00 million, which the Court of Appeals has adjudged for the Company to pay the said compensation for the damage to the purchasers of houses, in the financial statements, equally.

15. Liabilities under Financial Lease Agreements

Consist of:

	As at 31 December 2016 Baht	As at 31 December 2015 Baht
Minimum Lease Payments under Finance Lease Agreements	1,979,988.00	287,952.00
<u>Less</u> Deferred Interest	<u>(239,886.00)</u>	<u>(9,747.64)</u>
Liabilities under Finance Lease Agreements	1,740,102.00	278,204.36
<u>Less</u> Current Portion	<u>(410,776.61)</u>	<u>(207,014.13)</u>
Net	<u>1,329,325.39</u>	<u>71,190.23</u>

The minimum lease payments under finance lease agreements were as the follows:

	As at 31 December 2016 Baht	As at 31 December 2015 Baht
Within 1 year	503,988.00	215,964.00
Over 1 year but not over 5 years	1,476,000.00	71,988.00
Total	<u>1,979,988.00</u>	<u>287,952.00</u>

16. Employee Benefits Obligation

Employee benefits obligation has detail as follows:

	For the year ended 31 December 2016 Baht	For the year ended 31 December 2015 Baht
Present Value of the Obligation as at 1 January	695,801.85	606,378.99
Current Service Cost	62,014.56	59,332.86
Interest Expenses	34,253.28	30,090.00
Actuarial Loss	300,140.00	-
Present Value of the Obligation as at 31 December	<u>1,092,209.69</u>	<u>695,801.85</u>

The above expenses which are recognized in the profit or loss are included in the items as follows:

	For the year ended 31 December 2016 Baht	For the year ended 31 December 2015 Baht
Administrative Expenses	96,267.84	89,422.86

Actuarial (gain) loss recognized in other comprehensive income as at the end of the reporting period arising from:

	For the year ended 31 December 2016	For the year ended 31 December 2015
	Baht	Baht
Financial assumptions	26,995.00	-
Experience adjustment	273,145.00	-
Total	300,140.00	-

The Key assumptions used for the purposes of the actuarial valuation were as follows:

	2016	2015
Discount rate	2.16%	4.52%
Future salary increase	3.18%	2.68%
Proportion of employees opting for early retirement	0.00% - 14.00%	0.00% - 20.00%

Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown as follows:

	As at 31 December 2016 Baht
Discount rate	
Rate increase 0.50%	(27,080.00)
Rate decrease 0.50%	28,173.00
Average salary increase rate	
Rate increase 0.50%	27,697.00
Rate decrease 0.50%	(26,893.00)

As at
31 December 2016
Baht

Turnover Rate

Rate increase 1%	(63,230.00)
Rate decrease 1%	67,862.00

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

17. Share capital

Consist of:

	For the year ended 31 December 2016			For the year ended 31 December 2015		
	Par Value	Number of Share	Amount	Par Value	Number of Share	Amount
	Baht	Share	Baht	Baht	Share	Baht
Authorized Share Capital						
Beginning Ordinary Shares	1	1,229,999,916	1,229,999,916.00	1	1,025,000,000	1,025,000,000.00
<u>Less</u> Decrease in Share Capital	-	-	-	1	(70)	(70.00)
<u>Add</u> Capital Increase	1	1,100,000	1,100,000.00	-	204,999,986	204,999,986.00
Ending Ordinary Shares	1	1,231,099,916	1,231,099,916.00	1	1,229,999,916	1,229,999,916.00
Issued and Paid-up Share Capital						
Beginning Ordinary Shares	1	1,024,999,930	1,024,999,930.00	1	1,024,999,930	1,024,999,930.00
<u>Add</u> Issue of Ordinary Shares	-	-	-	-	-	-
Ending Ordinary Shares	1	1,024,999,930	1,024,999,930.00	1	1,024,999,930	1,024,999,930.00

The Minutes of Annual General Shareholders' Meeting No.1/2016 dated on 4 April 2016 was approved the increase of Company's registered capital from the current registered capital of Baht 1,229,999,916 to the new registered capital of Baht 1,231,099,916 by issuing for 1,100,000 ordinary shares at the par value of Baht 1 per share as proposed to allocation of the exercise BROCK-W1 to be allocated to the existing shareholders of the Company pro rata to their respective shareholding.

The resolution of the Annual General Meeting of Shareholders No. 1/2558 on 2 April 2015 has unanimity approved:

- The decrease of Company's registered capital from Baht 1,025,000,000 to Baht 1,024,999,930 , by cancelling 70 authorized but unissued shares at the par value of Baht 1 per share as proposed.
- The increase of Company's registered capital from the current registered capital of Baht 1,024,999,930 to the new registered capital of Baht 1,229,999,916 by issuing for 204,999,986 ordinary shares at the par value of Baht 1 per share as proposed to issuance and allocation of the exercise BROCK-W1 to be allocated to the existing shareholders of the Company pro rata to their respective shareholding.

18. Legal reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5% of its net income, after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of its registered share capital. The statutory reserve is not available for dividend distribution.

For the year ended 31 December 2016 and 2015, the Company has appropriated net income amounting to Baht 0.30 millions, according to the board of directors' meeting of the Company held No. 1/2017 on 17 February 2017 and amount of Baht 0.45 million, according to the board of directors' meeting of the Company held No. 1/2016 on 18 February 2016 to the statutory reserve.

19. Dividend Payment

The Minutes of Annual General Shareholders' Meeting No.1/2016 dated on 4 April 2016 was approved the dividend payment from the Company's performance in 2015 at Baht 0.02 per share in amounting to Baht 20.50 million.

20. Capital Management

The objectives of the Company's capital management are to maintain its ability to continue as a going concern and to maintain an appropriate capital structure.

As at 31 December 2016 and 2015, separate financial statements presents the debt to equity ratio in 0.02:1 equally for two years.

21. Income Tax (Expense) Revenue

Income tax is recognized in the profit (loss) for the years, consist of:

	For the year ended 31 December 2016	For the year ended 31 December 2015
	Baht	Baht
Current Tax Expense		
Current Tax (Expense) Revenue	(442,346.32)	(2,514,883.43)
Deferred Tax (Expense) Revenue Relating to the Origination and Reversal of Temporary Differences	(1,046,140.17)	370,320.99
Income Tax (Expense) Revenue Recognized in the Profit (loss) for the Year	<u>(1,488,486.49)</u>	<u>(2,144,562.44)</u>

The difference between income tax (expense) revenue which was calculated from accounting profit at the tax rate for the years ended 31 December 2016 and 2015, in 20%, equally for two years, can be presented as follow.

	For the year ended 31 December 2016	For the year ended 31 December 2015
	Baht	Baht
Profit before Income Tax	<u>6,944,694.48</u>	<u>10,345,406.41</u>
Income Tax (Expense) Revenue Calculated at the Tax Rate of 20%	(1,388,938.90)	(2,069,081.28)
Expenses that are not Deductible for Income Tax	<u>(99,547.59)</u>	<u>(75,481.16)</u>
Income Tax (Expense) Revenue Recognized in the Profit for the Year	<u>(1,488,486.49)</u>	<u>(2,144,562.44)</u>

Deferred tax assets which are not recognized in the financial statements as at 31 December 2016 and 2015 consist of:

	As at 31 December 2016	As at 31 December 2015
	Baht	Baht
Deductible Temporary Differences	4,078,396.08	4,078,396.08

The Company has not recognized the above deferred tax assets because it is not probable that future taxable profit will be available which the Company can utilize the tax benefits there from.

22. Basic Earnings Per Share

For the year ended 31 December 2016 and 2015, the Company does not present the diluted earnings per share due to the exercise price of warrants is higher than the fair value of ordinary shares.

23. Warrant

The resolution of the Annual General Meeting of Shareholders No. 1/2558 on 2 April 2015 has unanimity approved to issuance and allocation of the Company's Warrants to purchase ordinary shares of Baan Rock Garden Public Company Limited, No.1 ("BROCK-W1 Warrants"), which the detail is as follows:

Issue and offer ate of warrants	:	2 June 2015
Before Exercise price (Baht per share)	:	3.50
After Exercise price (Baht per share)	:	3.48
Before Exercise ratio (warrant per ordinary share)	:	1:1
After Exercise ratio (warrant per ordinary share)	:	1:1.0052
Exercised ordinary share ('000 shares)	:	-
Remaining reserve ordinary share ('000 shares)	:	204,970
Expire date of warrants	:	1 June 2018

24. Expenses by Nature

	For the year ended 31 December 2016	For the year ended 31 December 2015
	Baht	Baht
Construction in Progress and Labor	6,737,009.09	9,612,667.40
Change in Construction in Progress	31,761,619.18	28,898,895.12
Loss for Decline in Value of Inventories (reversal)	(47,668.70)	1,762,182.09
Depreciation	1,044,272.22	485,865.02
Reversal Doubtful Debts	-	156,991.87
Employee Benefit Expenses	5,063,324.02	4,814,871.74

Management Benefit Expenses	4,299,389.32	4,298,825.25
Consideration for the Sale and Advertising	4,907,887.75	4,399,411.89
Other	14,654,326.08	16,189,966.64
Total	68,420,158.96	70,619,677.02

25. Segment Information

The Company operates in only one main sector, namely business of real estate development in type of allotted house for sale, which is Thailand. Thus all income and assets as shown on the financial statements were related to the business sector and geographical area as already said.

26. Financial Instruments

26.1 Financial Risk Management and Policies

The Company does not hold or issue any derivative instruments for speculative or trading purposes.

26.2 Interest rate risk

The interest rate risk is a result of future fluctuation in market interest rates that will affect the results of the Company operation and cash flows. The Company exposure to interest rate risk primarily related to their massive of deposits with financial institutions, temporary investments and financial lease agreements liabilities the Company as follows:

(Unit : Baht)

	As at 31 December 2016				
	Interest Rates of	Interest Rates			Interest Rates
	Floating rate	of Fixed rate	no interest	Total	(%)
<u>Financial Assets</u>					
Cash and Cash Equivalents	21,806,311.09	-	5,318,227.93	27,124,539.02	0.20% - 0.70%
Temporary Investments	-	210,000,000.00	-	210,000,000.00	1.95%
Deposit at Bank used as Collateral	-	418,291.49	-	418,291.49	0.80%
<u>Financial Liabilities</u>					
Financial Lease Agreements					
Liabilities	-	1,740,102.00	-	1,740,102.00	4.86% - 6.10%

(Unit : Baht)

As at 31 December 2015

	Interest Rates of Floating rate	Interest Rates of Fixed rate	no interest	Total	Interest Rates (%)
<u>Financial Assets</u>					
Cash and Cash Equivalents	25,166,934.86	-	10,933,115.43	36,100,050.29	0.30% - 1.25%
Temporary Investments	-	195,000,000.00	-	195,000,000.00	3.90%
Deposit at Bank used as Collateral	-	414,985.98	-	414,985.98	0.80%
<u>Financial Liabilities</u>					
Financial Lease Agreements					
Liabilities	-	278,204.36	-	278,204.36	2.45%

26.3 Risk from credit provision

The Company constitutes low risk from credit provision since given the sale of property is sale which determined that liability from customers is fully repayable before the delivery of property is fulfilled.

26.4 Fair Value

The methods and assumptions used by the Company in estimating the fair value of financial instruments for financial assets and liabilities which have short-term maturity, their carrying amounts in the statement of financial position approximate their fair value.

26.5 Fair Value Hierarchy

As at 31 December 2016 and 2015, the Company has financial assets and financial liabilities which have fair value disclosure are categorized by the fair value hierarchy as follows:

	Carrying Amount	Fair Value			
	Baht	Level 1 Inputs Baht	Level 2 Inputs Baht	Level 3 Inputs Baht	Total Baht
As at 31 December 2016					
Current Asset					
Cash and Cash Equivalents	27,124,539.02	-	27,124,539.02	-	27,124,539.02
Temporary Investments	210,000,000.00	-	210,000,000.00	-	210,000,000.00
Other Receivables	2,696,179.41	-	2,696,179.41	-	2,696,179.41
Non-Current Asset					
Deposit at Bank Used as Collateral	418,291.49	-	418,291.49	-	418,291.49
Other Non – Current Assets	426,035.50	-	426,035.50	-	426,035.50

Current Liabilities

Trade and Other Payables	1,528,740.81	-	1,528,740.81	-	1,528,740.81
Current Portion of Liabilities under					
Financial Lease Agreements	410,776.61	-	410,776.61	-	410,776.61
Provision-Accrued Interest	6,627,996.31	-	6,627,996.31	-	6,627,996.31
Estimate from Prosecuted Cases	18,000,000.00	-	18,000,000.00	-	18,000,000.00

Non-Current Liabilities

Financial Lease Agreements Liabilities	1,329,325.39	-	1,329,325.39	-	1,329,325.39
Other Non – Current Liabilities	267,476.57	-	267,476.57	-	267,476.57

	Carrying Amount	Level 1 Inputs	Fair Value		Total
			Level 2 Inputs	Level 3 Inputs	
	Baht	Baht	Baht	Baht	Baht
As at 31 December 2015					
Current Asset					
Cash and Cash Equivalents	36,100,050.29	-	36,100,050.29	-	36,100,050.29
Temporary Investments	195,000,000.00	-	195,000,000.00	-	195,000,000.00
Other Receivables	1,299,218.62	-	1,299,218.62	-	1,299,218.62
Non-Current Asset					
Deposit at Bank Used as Collateral	414,985.98	-	414,985.98	-	414,985.98
Other Non – Current Assets	417,301.05	-	417,301.05	-	417,301.05
Current Liabilities					
Trade and Other Payables	3,704,010.79	-	3,704,010.79	-	3,704,010.79
Current Portion of Liabilities under					
Financial Lease Agreements	207,014.13	-	207,014.13	-	207,014.13
Provision-Accrued Interest	6,627,996.31	-	6,627,996.31	-	6,627,996.31
Estimate from Prosecuted Cases	18,000,000.00	-	18,000,000.00	-	18,000,000.00
Non-Current Liabilities					
Financial Lease Agreements Liabilities	71,190.23	-	71,190.23	-	71,190.23
Other Non – Current Liabilities	261,588.72	-	261,588.72	-	261,588.72

27. Transactions with Related Parties

The Company had significant business transactions with related person and company. Such transactions, which have been concluded on commercial terms and bases, agreed upon between the Company, and related person and company and are in ordinary course of business are summarized below:

27.1 Relationship with the Company

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company's major shareholder is the Silaprarat family, holding 21.21% (2015: 27.71%) Chinprapinporn family is a shareholder, holding 21.01% (2015: 21.07%) and Chamaraman family is a shareholder, holding 6.22% (2015: 7.94%) of the share capital of the Company. Transactions related to companies in which the Silaprarat family, Chamaraman family and Chinprapinporn family are the principal shareholders or directors are recognized as related parties to the Company.

<u>Parties' Name</u>	<u>Relationship</u>
Yamu Property Development Co., Ltd.	Common directors and shareholders (The Company sold all shares to the Company's shareholders on 9 March 2015)
Ratchthani Leasing Public Co., Ltd.	Common directors and some shareholders
Omnoi Massage Co., Ltd.	Common directors and some shareholders
Pothivatchara Co., Ltd	Common directors and some shareholders
Mr. Virat Chinprapinporn	Directors
Mrs.Naowanart Jamornmarn	Shareholders

27.2 Transactions with Related Parties

		For the year ended 31 December 2016	For the year ended 31 December 2015
		Baht	Baht
Inter-Transaction with Related Company			
Interest Income	Annual Interest Rate		
	at 1.95-3.90%	5,662,212.33	7,424,753.44
Rental and Service Fee	Contract Price	2,364,318.00	2,364,968.00
Entertainment Expense	Cost Price Plus Margin	322,089.50	1,214,748.00
Inter-Transaction with Related Person			
Gain from Sales of Investment in	At the rate agreed upon		
Joint Venture		-	10,000.00

27.3 Balances with Related Parties

		As at 31 December 2016	As at 31 December 2015
		Baht	Baht
Temporary Investments			
Related Company			
Ratchthani Leasing Public Company Limited			
Beginning Balance		195,000,000.00	180,000,000.00
Increase during the year		15,000,000.00	15,000,000.00
Decrease during the year		-	-
Ending Balance		210,000,000.00	195,000,000.00

	As at 31 December 2016 Baht	As at 31 December 2015 Baht
Long-term Loan		
Joint Venture		
Yamu Property Development Company Limited		
Beginning Balance	-	3,885,979.38
Increase during the year	-	-
Decrease during the year	-	(3,885,979.38)
Ending Balance	-	-
Provision-Accrued Interest		
Related Persons		
Beginning Balance	6,627,996.31	6,627,996.31
Increase during the year	-	-
Decrease during the year	-	-
Ending Balance	6,627,996.31	6,627,996.31

The Board of Directors Meeting No. 2/2010 on 12 May 2010, approved the Company to invest in temporarily promissory note issued by Ratchthani Leasing Public Company Limited.

As at 31 December 2016, the temporary investments are loans inform of at-call promissory note and carried interest rate at 1.95% per annum.

As at 31 December 2015, the temporary investments are loans inform of promissory note has four months maturity and carried interest rate at 3.90% per annum.

Provision-accrued interest, the Company estimates this provision base on the loans from shareholders as in Note 9.

27.4 Commitments with Related Parties

As at 31 December 2016 and 2015, the Company has entered into lease agreements for office space and service with one related company for 1 year with options to renew. The Company constitutes obligation commitment that has to repay for such rental under these agreements amounting to approximately Baht 0.18 million per month.

27.5 Key Management Personnel Compensation

	For the year ended 31 December 2016	For the year ended 31 December 2015
	Baht	Baht
Short-term Employee Benefits	4,248,000.00	4,263,000.00
Post-Employment Benefits	51,389.32	35,825.25
Total	<u>4,299,389.32</u>	<u>4,298,825.25</u>

28. Non-Cash Flow Transactions

Consist of :

	For the year ended 31 December 2016	For the year ended 31 December 2015
	Baht	Baht
Transfer Cost of Real Estate Development to Property, Plant and Equipment	-	53,485.00
Fixed Assets increased from Liabilities under Financial Lease Agreement	1,857,668.80	-
Actuarial gain (loss) for Employee Defined Benefit Plans – Net of Tax	(300,140.00)	-

29. Obligations

In addition to the liabilities presented in the statements of financial statements, as at 31 December 2016 and 2015, the Company has obligations as follows:

- 29.1 The Company constitutes obligation commitment in the project development and property construction by amount of Baht 3.22 million and amount of Baht 5.44 million, respectively.
- 29.2 The Company constitutes letter of guarantee which issued by a bank to guarantee the repayment of electricity and land allotment by total Baht 12.14 million equally for two years.
- 29.3 The Company constitutes credit line of bank overdraft account which has not been withdraw in amount of Baht 5.00 million which there is land development are collateral and there is the Company's directors guarantee.
- 29.4 The Company has security contracts with several companies. A period of one year, the Company has an obligation to pay compensation at the rate of Baht 0.08 million per month.
- 29.5 The Company has lease and service contracts. A period of one year, the Company has an obligation to pay compensation at the rate of Baht 0.18 million per month.
- 29.6 The Company has design contracts for the project New Rock Gardens Housing Prototype. The obligation to pay under the agreement is in amount of Baht 0.90 million equally for two years.

30. Reclassification

The Company has reclassified some items in the financial statements in order to comply with the classification in the current period, which does not have any effect on the profit for the period or the shareholders' equity already presented. The details are as follows:

	As Previously Reported	Reclassification	As Currently Reported
	Baht	Baht	Baht
Statement of Comprehensive Income			
For the Year ended 31 December 2015			
Cost of Sales	38,511,562.52	1,762,182.09	40,273,744.61
Administrative Expenses	22,242,222.70	(1,762,182.09)	20,480,040.61



31. Approval of the Financial Statement

These financial statements have been approved by company’s Board of Directors of the Company on 17 February 2017.



BAAN ROCK GARDEN
PUBLIC COMPANY LIMITED

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