



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2023



Table of Contents

	Page
Business Operations and Performance	
Group Structure and Operations	1
Sustainable Development	4
Corporate Governance	
Corporate Governance Policy	8
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	9
Performance Report on Corporate Governance	17

Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

Symbol : BROCK

Address : 601 RAMKHAMHEANG 39, PRACHA-UTHIT ROAD, WANG THONGLANG

Province : Bangkok

Postcode : 10310

Business : The Company involves in the business of real estate development in type of allotted houses so as for disposal at Bangkok, Phuket and Samutprakarn.

Registration Number : 0107548000200

Telephone : 0-2934-7000

Fax (if applicable) : 0-2934-7186

Website : www.rockgarden.co.th

Email : thakorn@rockgarden.co.th

Total Shares Sold (shares)

Common Stock : 1,025,000,181

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2021	2022	2023
Total revenue from operations (Thousand baht)	251,222.24	224,147.96	77,528.92
Real Estate development, Particularly Townhouse, Single, Twin and Commercial building for sales. (Thousand baht)	248,539.41	218,977.90	72,170.90
Other (Thousand baht)	2,682.83	5,170.06	5,358.02

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Real Estate development, Particularly Townhouse, Single, Twin and Commercial building for sales. (%)	98.93	97.69	93.09
Other (%)	1.07	2.31	6.91

By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	251,222.24	224,147.96	77,528.92
Domestic (Thousand baht)	251,222.24	224,147.96	77,528.92
International (Thousand baht)	0.00	0.00	0.00

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00
International (%)	0.00	0.00	0.00

Other income as specified in the financial statements

	2021	2022	2023
Total other income (Thousand baht)	0.00	0.00	0.00
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (Thousand baht)	0.00	0.00	0.00

Share of profit of joint ventures and associates accounted for using equity method

	2021	2022	2023
Share of profit (Thousand baht)	0.00	0.00	0.00

Information on Products and Services (1.2.2)**Product/Service Information and Business Innovation Development (1.2.2.1)**

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2021	2022	2023
R&D expenses in the past 3 years	0.00	0.00	0.00

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : No

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : No

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

- Electricity consumption

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	0.00	0.00

Water management

- Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	0.00	0.00	0.00

Waste management

- Waste from operations

	2021	2022	2023
Total waste generated (Kilograms)	0.00	0.00	0.00

Greenhouse gas management

• Greenhouse gas emissions

	2021	2022	2023
Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00

• Verification of greenhouse gas emissions over the past year

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

URL of human rights policy : <https://www.rockgarden.co.th/newpage1abd7af9>

Company human right guideline : Employee Rights

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2021	2022	2023
Number of male employees (Persons)	16	16	16
Number of female employees (Persons)	14	19	16
Total number of employees (Persons)	30	35	32

• Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	9,289,750.00	12,594,763.00	11,310,287.00

• Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	0.00	0.00	0.00
Employee development and training expenses (baht)	0.00	0.00	0.00

• Health, safety and work environment

	2021	2022	2023
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Total number of lost time injury incidents by employees (Cases)	0	0	0
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• **Employee retention**

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	6.67	14.29	9.38

• **Significant labor dispute**

	2021	2022	2023
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : https://irp-cdn.multiscreensite.com/dfee00a7/files/uploaded/Corporate%20Governance%20Policy_THAI.pdf

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Board Performance Evaluation

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption

Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	6	100.00
Number of male directors	4	66.67
Number of female directors	2	33.33
Number of executive directors	1	16.67
Number of non-executive directors	5	83.33
Number of independent directors	4	66.67

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. VIRAT CHINPRAPINPORN Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Marketing Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive) Director type: Original director	5 Feb 1990	Leadership, Banking, Finance & Securities, Construction Materials, Construction Services, Property Development, Tourism & Leisure, Marketing, Finance, Corporate Social Responsibility, Human Resource Management, Data Analysis, Negotiation, Project Management, Corporate Management, Change Management, Strategic Management, Risk Management, Business Administration

2.	<p>Mrs. NAOWANIT SILAPRARAT</p> <p>Gender: Female</p> <p>Age: 62 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Political Science</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	5 Feb 1990	<p>Economics, Banking, Construction Materials, Construction Services, Property Development, Tourism & Leisure, Law, Marketing, Finance, Corporate Social Responsibility, Human Resource Management, Procurement, Data Management, Data Analysis, Negotiation, Project Management, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management</p>
3.	<p>Mrs. NAOWARAT SUTHAMJARIYA</p> <p>Gender: Female</p> <p>Age: 60 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	5 Feb 1990	<p>Property Development, Tourism & Leisure, Marketing, Corporate Social Responsibility, Design, Architecture, Professional Services, Brand Management, Business Administration</p>
4.	<p>Mr. WANCHAI MEKASUT</p> <p>Gender: Male</p> <p>Age: 68 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	23 Feb 2009	<p>Home & Office Products, Property Development, Construction Materials, Accounting, Finance, Corporate Social Responsibility, Human Resource Management, Procurement, Data Analysis, Negotiation, Leadership, Audit, Internal Control, Economics</p>

5.	Mr. PREECHA JANTHANAVIJIT Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	23 Aug 2011	Property Development, Law, Corporate Social Responsibility, Negotiation, Leadership, Audit
6.	Mr. PRASAN THUMSANONG Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	13 May 2022	Property Development, Law, Corporate Social Responsibility, Human Resource Management, Data Management, Data Analysis, Negotiation, Corporate Management, Leadership, Audit

Other Information pertaining to committees

The Chairman is an independent director	: No
The Chairman and the manager are the same person	: Yes
The Chairman and the manager are members of the same family	: Yes
The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings	: Yes

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. WANCHAI MEKASUT [1] Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	12 May 2022	Home & Office Products, Property Development, Construction Materials, Accounting, Finance, Corporate Social Responsibility, Human Resource Management, Procurement, Data Analysis, Negotiation, Leadership, Audit, Internal Control, Economics
2. Mr. PREECHA JANTHANAVIJIT Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	23 Aug 2011	Property Development, Law, Corporate Social Responsibility, Negotiation, Leadership, Audit
3. Mr. PRASAN THUMSANONG Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	13 May 2022	Property Development, Law, Corporate Social Responsibility, Human Resource Management, Data Management, Data Analysis, Negotiation, Corporate Management, Leadership, Audit

[1] A director with the accounting expertise needed to review financial statements

Executive Committee

List of executive committee members

General information	Position	Date position was assumed
1. Mr. VIRAT CHINPRAPINPORN Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Marketing Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	5 Feb 1990
2. Mrs. NAOWANIT SILAPRARAT Gender: Female Age: 62 years old Highest level of education: Master's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Vice-chairman of the executive committee	5 Feb 1990
3. Mr. Phisitsak Premprichayan Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Business Law Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	13 Nov 2014

Other sub-committees

Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mrs. NAOWANIT SILAPPRARAT Gender: Female Age: 62 years old Highest level of education: Master's degree Major: Political Science	MANAGING DIRECTOR	5 Feb 1990	Economics, Banking, Construction Materials, Construction Services, Property Development, Tourism & Leisure, Law, Marketing, Finance, Corporate Social Responsibility, Human Resource Management, Procurement, Data Management, Data Analysis, Negotiation, Project Management, Corporate Management, Change Management, Leadership, Strategic Management, Risk Management

2.	Mr. VIRAT CHINPRAPINPORN Gender: Male Age: 63 years old Highest level of education: Master's degree Major: Marketing	Chairman of the Board	5 Feb 1990	Leadership, Banking, Finance & Securities, Construction Materials, Construction Services, Property Development, Tourism & Leisure, Marketing, Finance, Corporate Social Responsibility, Human Resource Management, Data Analysis, Negotiation, Project Management, Corporate Management, Change Management, Strategic Management, Risk Management, Business Administration
3.	Ms. Sittima Chanjirapong Gender: Female Age: 61 years old Highest level of education: Bachelor's degree Major: Business Administration	Director of Finance Department	15 Oct 2007	Construction Materials, Banking, Construction Services, Property Development, Finance, Data Management
4.	Mr. Phisitsak Premprichayan [1][2] Gender: Male Age: 47 years old Highest level of education: Master's degree Major: Business Law	Director of Accounting Department	13 Nov 2014	Property Development, Accounting, Finance, Data Analysis, Data Management, Construction Materials, Construction Services, Leadership
5.	Mr. Thakorn Boonpha Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Management	Director of Marketing Department	9 Nov 2023	Business Administration, Property Development, Marketing

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration policy for executives

Remuneration policy for executives : No

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 16

Number of female employees (persons) : 16

Total number of employees (persons) : 32

Employee Remuneration

Total employee remuneration : 11,310,287.00

Provident fund

Total number of employees (persons) : 32

Number of employees contributing to the PVD (persons) : 17

Percentage of employees who are members (%) : 53.13

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

List of new directors appointed in the past year

• List of continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. Mrs. NAOWARAT SUTHAMJARIYA Gender: Female Age: 60 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 5 Feb 1990	Property Development, Tourism & Leisure, Marketing, Corporate Social Responsibility, Design, Architecture, Professional Services, Brand Management, Business Administration
2. Mr. PREECHA JANTHANAVIJIT Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 23 Aug 2011	Property Development, Law, Corporate Social Responsibility, Negotiation, Leadership, Audit

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. VIRAT CHINPRAPINPORN	Chairman of the board	Non-participating
Mrs. NAOWANIT SILAPRARAT	Director	Non-participating
Mrs. NAOWARAT SUTHAMJARIYA	Director	Non-participating

Mr. WANCHAI MEKASUT	Director	Non-participating
Mr. PREECHA JANTHANA VIJIT	Director	Non-participating
Mr. PRASAN THUMSANONG	Director	Participating

Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 4

Date of AGM meeting : 5 Apr 2023

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. VIRAT CHINPRAPINPORN (Chairman of the board)	-	N/A	N/A	Did not hold the meeting
2. Mrs. NAOWANIT SILAPRARAT (Director)	-	N/A	N/A	Did not hold the meeting
3. Mrs. NAOWARAT SUTHAMJARIYA (Director)	-	N/A	N/A	Did not hold the meeting
4. Mr. WANCHAI MEKASUT (Director)	-	N/A	N/A	Did not hold the meeting
5. Mr. PREECHA JANTHANA VIJIT (Director)	-	N/A	N/A	Did not hold the meeting
6. Mr. PRASAN THUMSANONG (Director)	-	N/A	N/A	Did not hold the meeting