



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2022



Table of Contents

	Page
Business Operations and Performance	
Group Structure and Operations	1
Risk Management	4
Sustainable Development	8
Corporate Governance	
Corporate Governance Policy	11
Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information	12
Performance Report on Corporate Governance	21

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 : jantamat.brock@gmail.com; jantamat@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

	2020	2021	2022
Total (Thousand baht)	252,564.19	251,222.24	224,147.96
Real Estate development, Particularly Townhouse, Single, Twin and Commercial building for sales. (Thousand baht)	249,010.52	248,539.41	218,977.90
Other income (Thousand baht)	3,553.67	2,682.83	5,170.06

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Real Estate development, Particularly Townhouse, Single, Twin and Commercial building for sales. (%)	98.59	98.93	97.69
Other income (%)	1.41	1.07	2.31

By Geographical Area or Market

	2020	2021	2022
Total (Thousand baht)	252,564.19	251,222.24	224,147.96
Domestic (Thousand baht)	252,564.19	251,222.24	224,147.96
International (Thousand baht)	0.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00
International (%)	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)	2020	2021	2022
R&D expenses in the past 3 years	N/A	N/A	N/A

Risk Management

Risk Management

Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

1. Risk from changes in laws and regulations of the country, institutions related to real estate business

Risk Management Measures: Yes

Related Risk Topics

Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations
- Corporate Governance

2. Risk from the success of projects under development in future projects

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Changes in technologies

Operational Risk

- Shortage or reliance on skilled workers
- Shortage or fluctuation in pricing of raw materials or productive resources
- Systems or internal control system

- Human error in business operations
- Delays in the development of future projects
- Impact from population structure

Compliance Risk

- Change in laws and regulations

Financial Risk

- Insufficient sources of funding
- Fluctuation in exchange rates, interest rates, or the inflation rate

3. Risk of delay in transferring ownership of customers

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate

4. Inventories

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Other

Operational Risk

- Other

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate

5. Risk from companies doing the same business in nearby areas

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Damage to company image and reputation
- Other

6. Risk of relying on contractors and construction workers

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Reliance on large partners / distributors or few partners / distributors

Operational Risk

- Other

7. Company financial risks

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Insufficient sources of funding
- Fluctuation in exchange rates, interest rates, or the inflation rate

8. Recruitment risks

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers
- Systems or internal control system
- Human error in business operations

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)

Greenhouse gas management

• Greenhouse gas emissions

	2020	2021	2022
GHG emission target	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 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A

• 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 : 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

	2020	2021	2022
Number of male employees (persons)	19	16	16
Number of female employees (persons)	12	14	19
Total (persons)	31	30	35

• Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	8,176,489.00	9,289,750.00	12,594,763.00

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	0	0	0
Employee development and training expenses (baht)	0.00	0.00	0.00

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	0	0	0

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	12.90	6.67	14.29

• **Significant labor dispute**

	2020	2021	2022
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/dfce00a7/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	2	33.33
Number of non-executive directors	4	66.67
Number of independent directors	3	50.00

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: 62 years old Highest level of education: Master's degree Major: Marketing Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive) Director type: Re-elected as 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

2.	<p>Mrs. NAOWANIT SILAPRARAT</p> <p>Gender: Female</p> <p>Age: 61 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: 59 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)</p> <p>Director type: Original director</p>	5 Feb 1990	<p>Property Development, Tourism & Leisure, Marketing, Corporate Social Responsibility, Design, Architecture, Professional Services, Brand Management</p>
4.	<p>Mr. WANCHAI MEKASUT</p> <p>Gender: Male</p> <p>Age: 67 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: Re-elected as 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</p>
5.	<p>Mr. PREECHA JANTHANAVIJIT</p> <p>Gender: Male</p> <p>Age: 60 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Law</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 Aug 2011	<p>Property Development, Law, Corporate Social Responsibility, Negotiation, Leadership, Audit</p>

6.	Mr. PRASAN THUMSANONG	Director	13 May 2022	Property Development, Law,
	Gender: Male	(Non-executive,		Corporate Social
	Age: 69 years old	Independent director)		Responsibility, Human
	Highest level of education:			Resource Management, Data
	Master's degree	Director type: Newly		Management, Data Analysis,
	Major: Political Science	appointed director to		Negotiation, Corporate
	Thai nationality: Yes	replace ex-director		Management, Leadership,
	Residing in Thailand: Yes			Audit

List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. SURAPON SATIMANONT	Director	Date position was	Mr. PRASAN THUMSANONG
Gender: Male	(Non-executive,	assumed:	Date position was assumed:
Age: 61 years old	Independent director)	7 Mar 2005	13 May 2022
Highest level of education:		Date directorship	
Master's degree		ended:	
Major: Law		13 May 2022	
Thai nationality: Yes			
Residing in Thailand: Yes			

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 : No

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: 67 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: Re-elected as 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
2. Mr. PREECHA JANTHANAVIJIT Gender: Male Age: 60 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: Original director	23 Aug 2011	Property Development, Law, Corporate Social Responsibility, Negotiation, Leadership, Audit
3. Mr. PRASAN THUMSANONG Gender: Male Age: 69 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: Newly appointed director to replace ex-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

List of audit committee who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. SURAPON SATIMANONT [1] Gender: Male Age: 61 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director)	Date position was assumed: 7 Mar 2005 Date directorship ended: 13 May 2022	Mr. PRASAN THUMSANONG Date position was assumed: 13 May 2022

[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: 62 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: 61 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	Member of the	13 Nov 2014
	Gender: Male	executive committee	
	Age: 46 years old		
	Highest level of education: Master's degree		
	Major: Business Law		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

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. Mr. VIRAT CHINPRAPINPORN Gender: Male Age: 62 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
2. Mrs. NAOWANIT SILAPRARAT Gender: Female Age: 61 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

3.	Mr. Phisitsak Premprichayan [1][2] Gender: Male Age: 46 years old Highest level of education: Master's degree Major: Business Law	Department Head of Corporate Accounting	13 Nov 2014	Property Development, Accounting, Finance, Data Analysis, Data Management, Construction Materials, Construction Services, Leadership
4.	Ms. Jantamat Hankimhunt Gender: Female Age: 54 years old Highest level of education: Bachelor's degree Major: Economics	Department Head of Corporate Marketing	17 Dec 2014	Economics, Property Development, Construction Services, Construction Materials, Marketing, Corporate Social Responsibility, Data Management, Data Analysis, Governance/ Compliance, Leadership, Project Management
5.	Ms. Sittima Chanjirapong Gender: Female Age: 60 years old Highest level of education: Bachelor's degree Major: Business Administration	Department Head of Corporate Finance	15 Oct 2007	Construction Materials, Banking, Construction Services, Property Development, Finance, Data Management

[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) : 19

Total (persons) : 35

Employee Remuneration

Total employee remuneration : 12,594,763.00

Provident fund

Total number of employees (persons) : 35

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

Percentage of employees who are members (%) : 48.57

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. Mr. VIRAT CHINPRAPINPORN Gender: Male Age: 62 years old Highest level of education: Master's degree Major: Marketing Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive) Director type: Re-elected as director	Date position was assumed: 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
2. Mr. WANCHAI MEKASUT Gender: Male Age: 67 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 23 Feb 2009	Home & Office Products, Property Development, Construction Materials, Accounting, Finance, Corporate Social Responsibility, Human Resource Management, Procurement, Data Analysis, Negotiation, Leadership, Audit, Internal Control

• List of newly appointed director to replace the ex-director

General information	Position	Date position was assumed	Experience and expertise
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1.	Mr. PRASAN THUMSANONG	Director	Date position was assumed:	Property Development, Law,
	Gender: Male	(Non-executive,	13 May 2022	Corporate Social
	Age: 69 years old	Independent director)		Responsibility, Human
	Highest level of education:			Resource Management, Data
	Master's degree	Director type: Newly		Management, Data Analysis,
	Major: Political Science	appointed director to		Negotiation, Corporate
	Thai nationality: Yes	replace ex-director		Management, Leadership,
	Residing in Thailand: Yes			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 JANTHANAVIJIT	Director	Non-participating
Mr. PRASAN THUMSANONG	Director	Participating
Mr. SURAPON SATIMANONT	Director	Non-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 : 8 Apr 2022

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. VIRAT CHINPRAPINPORN (Chairman of the board)	-	4/4	Participating	Did not hold the meeting
2.	Mrs. NAOWANIT SILAPRARAT (Director)	-	4/4	Participating	Did not hold the meeting
3.	Mrs. NAOWARAT SUTHAMJARIYA (Director)	-	4/4	Participating	Did not hold the meeting
4.	Mr. WANCHAI MEKASUT (Director)	-	4/4	Participating	Did not hold the meeting
5.	Mr. PREECHA JANTHANAVIJIT (Director)	-	4/4	Participating	Did not hold the meeting
6.	Mr. PRASAN THUMSANONG (Director)	-	2/2	Non-participating	Did not hold the meeting
7.	Mr. SURAPON SATIMANONT (Director)	13 May 2022	2/2	Participating	Did not hold the meeting

Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mr. VIRAT CHINPRAPINPORN (Chairman of the board)	-	80,000.00	N/A	No
2.	Mrs. NAOWANIT SILAPRARAT (Director)	-	80,000.00	N/A	No
3.	Mrs. NAOWARAT SUTHAMJARIYA (Director)	-	80,000.00	N/A	No
4.	Mr. WANCHAI MEKASUT (Director)	-	80,000.00	N/A	No
5.	Mr. PREECHA JANTHANAVIJIT (Director)	-	80,000.00	N/A	No
6.	Mr. PRASAN THUMSANONG (Director)	-	40,000.00	N/A	No
7.	Mr. SURAPON SATIMANONT (Director)	13 May 2022	40,000.00	N/A	No

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. WANCHAI MEKASUT (Chairman of the audit committee)	-	4/4
2.	Mr. PREECHA JANTHANAVIJIT (Audit committee)	-	4/4
3.	Mr. PRASAN THUMSANONG (Audit committee)	-	2/2
4.	Mr. SURAPON SATIMANONT (Chairman of the audit committee)	13 May 2022	2/2