



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

Super Turtle Public Company Limited

Fiscal Year End 31 March 2024



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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : Super Turtle Public Company Limited

Symbol : TURTLE

Address : 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak,

Province : Bangkok

Postcode : 10900

Business : (1) retail business, (2) leasing business and (3) publishing
business

Registration Number : 0107551000312

Telephone : 0-2091-5900

Website : <http://www.superturtle.co.th>

Email : investor@superturtle.co.th

Total Shares Sold (shares)

Common Stock : 1,589,549,286

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2022	2023	2024
Total revenue from operations (Thousand baht)	247,003.00	553,854.00	215,439.00
Retail (Thousand baht)	39,365.00	225,005.00	127,830.00
Book (Thousand baht)	101,657.00	87,405.00	21,645.00
Rental (Thousand baht)	105,981.00	241,444.00	65,964.00

	2022	2023	2024
Total revenue from operations (%)	100.00	100.00	100.00
Retail (%)	15.94	40.63	59.33
Book (%)	41.15	15.78	10.05
Rental (%)	42.91	43.59	30.62

By Geographical Area or Market

	2022	2023	2024
Total revenue from operations (Thousand baht)	247,003.00	553,854.00	215,439.00
Domestic (Thousand baht)	247,003.00	553,854.00	215,439.00
International (Thousand baht)	0.00	0.00	0.00

	2022	2023	2024
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

	2022	2023	2024
Total other income (Thousand baht)	41,439.00	60,216.00	21,277.00
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (Thousand baht)	41,439.00	60,216.00	21,277.00

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

	2022	2023	2024
Share of profit (Thousand baht)	-30.00	3,123.00	262.00

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)	2022	2023	2024
R&D expenses in the past 3 years	0.00	0.00	0.00

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)

Risk from BTS Ridership Recovery

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Economic risk
- New business risk

Project Management Risk

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Delays in the development of future projects
- Safety, occupational health, and working environment

Recruitment Risk

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Reliance on employees in key positions
- Shortage or reliance on skilled workers

- Human error in business operations

Inventory Management Risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Business operations of partners in the supply chain
- Reliance on large partners / distributors or few partners / distributors

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Systems or internal control system
- Human error in business operations
- Product obsolescence
- Inventory risk

Capital Management Risk

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Insufficient sources of funding
- Fluctuation in return on assets or investment
- Liquidity risk

Risk from changes in laws and regulations relating to business operation

Risk Management Measures: Yes

Related Risk Topics

Compliance Risk

- Change in laws and regulations
- Corporate Governance

Climate change risk

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Climate change and disasters

Human rights violation risk

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Safety, occupational health, and working environment
- Impact on human rights

Risk to Securities Holder (2.2.2)

Investment Risk for Securities Holders

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

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

Company environmental guideline : Electricity Management, Water Management, Waste Management

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

- Electricity consumption

	2022	2023	2024
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	0.00	0.00

Water management

- Water consumption

	2022	2023	2024
Total water withdrawal (Cubic meters)	0.00	0.00	0.00

Waste management

- Waste from operations

	2022	2023	2024
Total waste generated (Kilograms)	0.00	0.00	0.00

Greenhouse gas management

• Greenhouse gas emissions

	2022	2023	2024
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

Company human right guideline : Employee Rights, Safety and Occupational Health at Work, Non-discrimination

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2022	2023	2024
Number of male employees (Persons)	57	150	167
Number of female employees (Persons)	123	285	292
Total number of employees (Persons)	180	435	459

• Employee remuneration

	2022	2023	2024
Employee remuneration (baht)	9,867,505.00	13,554,713.00	56,142,553.09

• Employee development and training

	2022	2023	2024
Average employee training hours (Hours / Person / Year)	1.84	64.95	3.85
Employee development and training expenses (baht)	26,100.00	28,255.00	101,371.03

• Health, safety and work environment

	2022	2023	2024
Total number of lost time injury incidents by employees (Cases)	0	0	2

• **Employee retention**

	2022	2023	2024
Percentage of employees who voluntarily resigned (%)	42.22	52.41	23.75

• **Significant labor dispute**

	2022	2023	2024
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://www.superturtle.co.th/storage/document/cg/corporate-governance-policy-th.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, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

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, Whistleblowing

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	0	0.00
Number of non-executive directors	6	100.00
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. CHAIWAT ATSAWINTARANGKUN Gender: Male Age: 72 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	9 Aug 2022	Risk Management, Accounting, Governance/ Compliance, Strategic Management, Law, Finance, Internal Control, Audit, Corporate Management

2.	<p>Mr. CHAN KIN TAK</p> <p>Gender: Male</p> <p>Age: 59 years old</p> <p>Highest level of education: Below a bachelor's degree</p> <p>Major: –</p> <p>Thai nationality: No</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	22 Jun 2022	<p>Strategic Management, Governance/ Compliance, Risk Management, Sustainability, Corporate Management</p>
3.	<p>Mrs. CHITKASEM MOO-MING</p> <p>Gender: Female</p> <p>Age: 49 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</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	22 Jun 2022	<p>Accounting, Finance, Strategic Management, Risk Management, Governance/ Compliance, Sustainability, Corporate Management, Internal Control</p>
4.	<p>Mr. KARNTH SOMBATSIRI</p> <p>Gender: Male</p> <p>Age: 32 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Fine Arts</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	21 Apr 2023	<p>Business Administration, Design</p>
5.	<p>Mrs. KORNSIRI PINNARAT</p> <p>Gender: Female</p> <p>Age: 73 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Fine and Applied Arts</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	21 Aug 2023	<p>Business Administration, Accounting, Finance, Risk Management, Governance/ Compliance, Strategic Management, Internal Control</p>

6.	ADM. PRACHACHART SIRISAWAT RTN. Gender: Male Age: 63 years old Highest level of education: Bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	21 Aug 2023	Business Administration, Accounting, Finance, Strategic Management, Internal Control, Governance/ Compliance, Risk Management
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Other Information pertaining to committees

The Chairman is an independent director	: Yes
The Chairman and the manager are the same person	: No
The Chairman and the manager are members of the same family	: No
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. CHAIWAT ATSAWINTARANGKUN [1] Gender: Male Age: 72 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	9 Aug 2022	Risk Management, Accounting, Governance/ Compliance, Strategic Management, Law, Finance, Internal Control, Audit, Corporate Management
2. Mrs. KORNSIRI PINNARAT Gender: Female Age: 73 years old Highest level of education: Master's degree Major: Fine and Applied Arts Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	21 Aug 2023	Business Administration, Accounting, Finance, Risk Management, Governance/ Compliance, Strategic Management, Internal Control
3. ADM. PRACHACHART SIRISAWAT RTN. Gender: Male Age: 63 years old Highest level of education: Bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	21 Aug 2023	Business Administration, Accounting, Finance, Strategic Management, Internal Control, Governance/ Compliance, Risk Management

[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. Ian Craig Longden Gender: Male Age: 65 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: No Residing in Thailand: Yes	Chairman of the executive committee	22 Jun 2022
2. Mr. Yotin Thavikulwat Gender: Male Age: 56 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	22 Jun 2022
3. Mr. Surawoot Tankarnjananurak Gender: Male Age: 56 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	22 Jun 2022
4. Mr. Kumpol Ruaypom Gender: Male Age: 46 years old Highest level of education: Master's degree Major: Accounting and Finance Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	22 Jun 2022

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. IAN CRAIG LONGDEN Gender: Male Age: 65 years old Highest level of education: Below a bachelor's degree Major: -	CHIEF EXECUTIVE OFFICER	5 May 2021	Business Administration, Marketing, Strategic Management, Risk 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 : Yes

Remuneration

	2022	2023	2024
Total executive remuneration (baht)	48,350,000.00	59,150,000.00	17,161,452.00

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) : 167

Number of female employees (persons) : 292

Total number of employees (persons) : 459

Employee Remuneration

Total employee remuneration : 56,142,553.09

Provident fund

Total number of employees (persons) : 459

Number of employees contributing to the PVD (persons) : 72

Percentage of employees who are members (%) : 15.69

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. KORNSIRI PINNARAT Gender: Female Age: 73 years old Highest level of education: Master's degree Major: Fine and Applied Arts Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 21 Aug 2023	Business Administration, Accounting, Finance, Risk Management, Governance/ Compliance, Strategic Management, Internal Control
2. ADM. PRACHACHART SIRISAWAT RTN. Gender: Male Age: 63 years old Highest level of education: Bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 21 Aug 2023	Business Administration, Accounting, Finance, Strategic Management, Internal Control, Governance/ Compliance, Risk Management

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. CHAIWAT ATSAWINTARANGKUN	Chairman of the board	Participating
Mr. CHAN KIN TAK	Director	Participating
Mrs. CHITKASEM MOO-MING	Director	Participating

Mr. KARNTH SOMBATSIRI	Director	Participating
Mrs. KORNSIRI PINNARAT	Director	Non-participating
ADM. PRACHACHART SIRISAWAT RTN.	Director	Participating

Directors' performance assessment

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

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 1

Date of AGM meeting : 24 Apr 2024

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mr. CHAIWAT ATSAWINTARANGKUN (Chairman of the board)	-	1/1	Participating	Did not hold the meeting
2. Mr. CHAN KIN TAK (Director)	-	1/1	Participating	Did not hold the meeting
3. Mrs. CHITKASEM MOO-MING (Director)	-	1/1	Participating	Did not hold the meeting
4. Mr. KARNTH SOMBATSIRI (Director)	-	1/1	Participating	Did not hold the meeting
5. Mrs. KORNSIRI PINNARAT (Director)	-	1/1	Participating	Did not hold the meeting
6. ADM. PRACHACHART SIRISAWAT RTN. (Director)	-	1/1	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. CHAIWAT ATSAWINTARANGKUN (Chairman of the board)	-	400,000.00	0.00	No
2.	Mr. CHAN KIN TAK (Director)	-	200,000.00	0.00	No
3.	Mrs. CHITKASEM MOO-MING (Director)	-	200,000.00	0.00	No
4.	Mr. KARNTH SOMBATSIRI (Director)	-	200,000.00	0.00	No
5.	Mrs. KORNSIRI PINNARAT (Director)	-	300,000.00	0.00	No
6.	ADM. PRACHACHART SIRISAWAT RTN. (Director)	-	300,000.00	0.00	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) : 1

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. CHAIWAT ATSAWINTARANGKUN (Chairman of the audit committee)	-	1/1
2.	Mrs. KORNSIRI PINNARAT (Audit committee)	-	1/1
3.	ADM. PRACHACHART SIRISAWAT RTN. (Audit committee)	-	1/1