

Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

OHTL PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2022

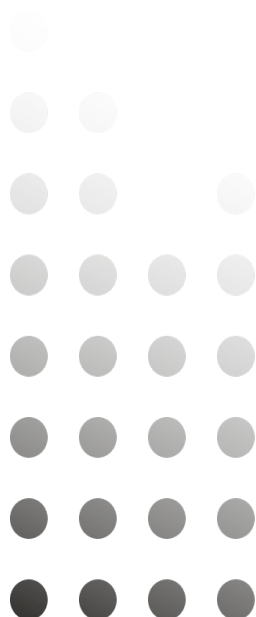


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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : OHTL PUBLIC COMPANY LIMITED

Symbol : OHTL

Address : 48 Soi Burapa, Charoenkrung Road, Bangrak Sub-district,
Bangrak District

Province : Bangkok

Postcode : 10500

Business : The Company and its subsidiaries business operation are hotel
and restaurant.

Registration Number : 0107536001028

Telephone : 0-2659-9000

Fax (if applicable) : 0-2659-0000

Website : www.mandarinoriental.com/bangkok

Email : ubonwadee@mohg.com

Total Shares Sold (shares)

Common Stock : 15,097,800

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	913,661.00	561,998.00	1,927,771.00
Room (Thousand baht)	220,074.00	113,599.00	785,723.00
Food and beverage (Thousand baht)	483,614.00	276,044.00	826,303.00
Outside shops (Thousand baht)	97,930.00	82,842.00	115,590.00
Other income (Thousand baht)	112,043.00	89,513.00	200,155.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Room (%)	24.09	20.21	40.76
Food and beverage (%)	52.93	49.12	42.86
Outside shops (%)	10.72	14.74	6.00
Other income (%)	12.26	15.93	10.38

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	913,661.00	561,998.00	1,927,771.00
Domestic (Thousand baht)	913,661.00	561,998.00	1,927,771.00
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
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*Excluding the profit margins in the associated companies

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)

Business risks of hotels and restaurants

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

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

Operational Risk

- Shortage or reliance on skilled workers
- Information security and cyber-attack
- Safety, occupational health, and working environment
- Impact on the environment

Risk from natural disasters, accidents and sabotage

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Climate change and disasters

Risk of relying on international travelers

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Reliance on large customers or few customers

Operational Risk

- Shortage or reliance on skilled workers

Risk from more competition of five-star hotels

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Reliance on large customers or few customers
- Damage to company image and reputation

Operational Risk

- Shortage or reliance on skilled workers
- Human error in business operations

Financial risk

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

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

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

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

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Fuel consumption

	2020	2021	2022
LPG (Kilogram)	280,320.00	242,832.00	353,568.00

• Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	12,012,143.00	10,281,590.00	13,024,159.00

Water management

• Water consumption

	2020	2021	2022
Water consumption (cubic meters)	163,255.00	118,296.00	171,764.00

Waste management

• Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	224,756.00	391,990.00	463,751.00
Hazardous waste (kg)	1,310.00	600.00	398.00
Total (kg)	226,066.00	392,590.00	464,149.00

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

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Consumer Rights, Community and Environment 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

	2020	2021	2022
Number of male employees (persons)	525	439	510
Number of female employees (persons)	364	320	428
Total (persons)	889	759	938

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	63	60	41
Employee development and training expenses (baht)	1,602,291.41	34,686.49	1,422,734.85

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	36	11	15

• Employee retention

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	6.41	13.97	11.94

• 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

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, 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	11	100.00
Number of male directors	10	90.91
Number of female directors	1	9.09
Number of executive directors	1	9.09
Number of non-executive directors	10	90.91
Number of independent directors	4	36.36

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. Mrs. NIJAPORN CHARANACHITTA Gender: Female Age: 71 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive) Director type: Re-elected as director	13 May 2003	Accounting, Finance, Marketing, Leadership

2.	Mr. ASWIN KONGSIRI Gender: Male Age: 77 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	22 Apr 1999	Economics, Audit
3.	Mr. WILLIAM LEE ZENTGRAF Gender: Male Age: 82 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: No Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	22 Apr 1999	Law, Audit
4.	Mr. YUTHACHAI CHARANACHITTA Gender: Male Age: 44 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Re-elected as director	24 Apr 2003	Economics
5.	Mr. SURACHAI SIRIVALLOP Gender: Male Age: 81 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	30 Oct 2007	Law, Audit

6.	Mr. SIRICHAJ SOMBUTSIRI Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	29 Apr 2010	Banking, Finance
7.	Mr. PETER JAMES HOLLAND RILEY Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Geography Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Re-elected as director	28 Apr 2016	Finance, Leadership
8.	Mr. BERTRAM EDWARD JOHNSTON WEATHERALL Gender: Male Age: 33 years old Highest level of education: Bachelor's degree Major: Philosophy Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Re-elected as director	24 Oct 2019	Marketing
9.	Mr. CHRISTOPH JOSEPH WILHELM MARES Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Re-elected as director	24 Jul 2020	Marketing

10.	Mr. ANTHONY JOHN TYLER Gender: Male Age: 51 years old Highest level of education: Bachelor's degree Major: Hotel Management Thai nationality: No Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	1 Oct 2020	Food & Beverage, Tourism & Leisure, Corporate Management, Leadership
11.	Mr. SYUNG HWA MATTHEW DAVID BISHOP Gender: Male Age: 46 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Re-elected as director	28 Oct 2021	Law, Finance

Other Information pertaining to committees

The Chairman is an independent director	: No
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. ASWIN KONGSIRI [1] Gender: Male Age: 77 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Re-elected as director	22 Apr 1999	Economics, Audit
2. Mr. WILLIAM LEE ZENTGRAF [1] Gender: Male Age: 82 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: No Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	22 Apr 1999	Law, Audit
3. Mr. SURACHAI SIRIVALLOP [1] Gender: Male Age: 81 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	30 Oct 2007	Law, Audit

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

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. ANTHONY JOHN TYLER Gender: Male Age: 51 years old Highest level of education: Bachelor's degree Major: Hotel Management	General Manager	16 Sep 2020	Food & Beverage, Tourism & Leisure, Corporate Management, Leadership
2. Mr. Franck Droin Gender: Male Age: 44 years old Highest level of education: Master's degree Major: Business Administration	Hotel Manager	13 Jan 2016	Risk Management, Corporate Management
3. Mr. Alex Huels Gender: Male Age: 39 years old Highest level of education: Bachelor's degree Major: Business Administration	Hotel Manager	29 Aug 2022	Food & Beverage, Corporate Management, Risk Management
4. Ms. Ubonwadee Maneesai [1][2] Gender: Female Age: 42 years old Highest level of education: Master's degree Major: Business Administration	Director of Finance	22 Jul 2019	Accounting
5. Mr. Geoffrey Webb Gender: Male Age: 59 years old Highest level of education: Below a bachelor's degree Major: Hotel Management and Food Science	Director of Commercial Strategy	1 Jul 2019	Food & Beverage, Tourism & Leisure, Marketing, Strategic Management

6.	Ms. Patama Lerdwittayasakul Gender: Female Age: 44 years old Highest level of education: Bachelor's degree Major: Arts	Director of Communications	22 Jul 2019	Marketing
7.	Mr. Charles Aird Gender: Male Age: 42 years old Highest level of education: Bachelor's degree Major: Foreign Languages	Director of Food & Beverage	8 Apr 2019	Food & Beverage
8.	Mr. Edouard Combes Gender: Male Age: 37 years old Highest level of education: Master's degree Major: Business Administration	Director of Food & Beverage	22 Jul 2022	Food & Beverage
9.	Mr. Dominique Bugnand Gender: Male Age: 57 years old Highest level of education: Below a bachelor's degree Major: Management	Executive Chef	21 Aug 2017	Food & Beverage

[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

Remuneration

	2020	2021	2022
Total executive remuneration (baht)	29,491,730.00	29,012,469.00	36,035,244.00

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) : 510

Number of female employees (persons) : 428

Total (persons) : 938

Provident fund

Total number of employees (persons) : 938

Number of employees contributing to the PVD (persons) : 569

Percentage of employees who are members (%) : 60.66

Other Significant Information (7.6)

Other significant information

Assigned persons

- Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Ubonwadee Maneesai	ubonwadee@mohg.com	02 659 0450

- Company secretary

General information	Email	Telephone
1. Ms. Ubonwadee Maneesai	ubonwadee@mohg.com	02 659 0450

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. PRICEWATERHOUSECOOPERS ABAS COMPANY LIMITED	1. Ms. Sinsiri Thangsombat Email: sinsiri.thangsombat@pwc.com Telephone: 02 344 1000 2. Mr. Paiboon Tunkoon Email: paiboon.tunkoon@pwc.com Telephone: 02 344 1000 3. Ms. Sakuna Yamsakul Email: sakuna.yamsakul@pwc.com Telephone: 02 344 1000	1,639,100.00	-

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. NIJAPORN CHARANACHITTA Gender: Female Age: 71 years old Highest level of education: Master's degree Major: Management Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive) Director type: Re-elected as director	Date position was assumed: 13 May 2003	Accounting, Finance, Marketing, Leadership
2. Mr. ASWIN KONGSIRI Gender: Male Age: 77 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 22 Apr 1999	Economics, Audit
3. Mr. WILLIAM LEE ZENTGRAF Gender: Male Age: 82 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: No Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 22 Apr 1999	Law, Audit

4.	Mr. YUTHACHAI CHARANACHITTA Gender: Male Age: 44 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Re-elected as director	Date position was assumed: 24 Apr 2003	Economics
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6.	Mr. SIRICHAJ SOMBUTSIRI Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 29 Apr 2010	Banking, Finance
7.	Mr. PETER JAMES HOLLAND RILEY Gender: Male Age: 61 years old Highest level of education: Bachelor's degree Major: Geography Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Re-elected as director	Date position was assumed: 28 Apr 2016	Finance, Leadership
8.	Mr. BERTRAM EDWARD JOHNSTON WEATHERALL Gender: Male Age: 33 years old Highest level of education: Bachelor's degree Major: Philosophy Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Re-elected as director	Date position was assumed: 24 Oct 2019	Marketing

9.	Mr. CHRISTOPH JOSEPH WILHELM MARES Gender: Male Age: 55 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Re-elected as director	Date position was assumed: 24 Jul 2020	Marketing
10.	Mr. ANTHONY JOHN TYLER Gender: Male Age: 51 years old Highest level of education: Bachelor's degree Major: Hotel Management Thai nationality: No Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	Date position was assumed: 1 Oct 2020	Food & Beverage, Tourism & Leisure, Corporate Management, Leadership
11.	Mr. SYUNG HWA MATTHEW DAVID BISHOP Gender: Male Age: 46 years old Highest level of education: Bachelor's degree Major: Law Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Re-elected as director	Date position was assumed: 28 Oct 2021	Law, Finance

Development of directors over the past year

List of directors	Position	Participated in director development program
Mrs. NIJAPORN CHARANACHITTA	Chairman of the board	Non-participating
Mr. ASWIN KONGSIRI	Director	Non-participating
Mr. WILLIAM LEE ZENTGRAF	Director	Non-participating
Mr. YUTHACHAI CHARANACHITTA	Director	Non-participating
Mr. SURACHAI SIRIVALLOP	Director	Non-participating
Mr. SIRICHAIRI SOMBUTSIRI	Director	Non-participating
Mr. PETER JAMES HOLLAND RILEY	Director	Non-participating

Mr. BERTRAM EDWARD JOHNSTON WEATHERALL	Director	Non-participating
Mr. CHRISTOPH JOSEPH WILHELM MARES	Director	Non-participating
Mr. ANTHONY JOHN TYLER	Director	Non-participating
Mr. SYUNG HWA MATTHEW DAVID BISHOP	Director	Non-participating

Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors 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 : 28 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mrs. NIJAPORN CHARANACHITTA (Chairman of the board)	-	4/4	Participating	Did not hold the meeting
2. Mr. ASWIN KONGSIRI (Director)	-	4/4	Participating	Did not hold the meeting
3. Mr. WILLIAM LEE ZENTGRAF (Director)	-	4/4	Participating	Did not hold the meeting
4. Mr. YUTHACHAI CHARANACHITTA (Director)	-	3/4	Participating	Did not hold the meeting
5. Mr. SURACHAI SIRIVALLOP (Director)	-	4/4	Participating	Did not hold the meeting
6. Mr. SIRICHAJ SOMBUTSIRI (Director)	-	4/4	Participating	Did not hold the meeting

7.	Mr. PETER JAMES HOLLAND RILEY (Director)	-	2/4	Participating	Did not hold the meeting
8.	Mr. BERTRAM EDWARD JOHNSTON WEATHERALL (Director)	-	4/4	Participating	Did not hold the meeting
9.	Mr. CHRISTOPH JOSEPH WILHELM MARES (Director)	-	2/4	Participating	Did not hold the meeting
10.	Mr. ANTHONY JOHN TYLER (Director)	-	4/4	Participating	Did not hold the meeting
11.	Mr. SYUNG HWA MATTHEW DAVID BISHOP (Director)	-	4/4	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.	Mrs. NIJAPORN CHARANACHITTA (Chairman of the board)	-	300,000.00	N/A	N/A
2.	Mr. ASWIN KONGSIRI (Director)	-	500,000.00	N/A	N/A
3.	Mr. WILLIAM LEE ZENTGRAF (Director)	-	400,000.00	N/A	N/A
4.	Mr. YUTHACHAI CHARANACHITTA (Director)	-	200,000.00	N/A	N/A
5.	Mr. SURACHAI SIRIVALLOP (Director)	-	400,000.00	N/A	N/A
6.	Mr. SIRICHAJ SOMBUTSIRI (Director)	-	200,000.00	N/A	N/A
7.	Mr. PETER JAMES HOLLAND RILEY (Director)	-	200,000.00	N/A	N/A
8.	Mr. BERTRAM EDWARD JOHNSTON WEATHERALL (Director)	-	200,000.00	N/A	N/A
9.	Mr. CHRISTOPH JOSEPH WILHELM MARES (Director)	-	200,000.00	N/A	N/A
10.	Mr. ANTHONY JOHN TYLER (Director)	-	200,000.00	N/A	N/A
11.	Mr. SYUNG HWA MATTHEW DAVID BISHOP (Director)	-	200,000.00	N/A	N/A

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. ASWIN KONGSIRI (Chairman of the audit committee)	-	4/4
2.	Mr. WILLIAM LEE ZENTGRAF (Audit committee)	-	4/4
3.	Mr. SURACHAI SIRIVALLOP (Audit committee)	-	4/4