

Our Commitment  
我們的承諾



# CORPORATE GOVERNANCE REPORT

## 企業管治報告



Transparency  
透明度

Hong Kong Cyberport Management Company Limited (“Cyberport”), being a private limited company incorporated under the Companies Ordinance, is one of the three private and wholly-owned companies set up by the Government of the HKSAR under the Financial Secretary Incorporated to oversee the development, operation and management of the Cyberport Project.

香港數碼港管理有限公司（以下簡稱「數碼港」）乃根據《公司條例》成立，由香港特別行政區政府以財政司司長法團名義全資擁有的三間私人有限公司之一，負責監察數碼港計劃的發展、營運及管理。

Our Commitment

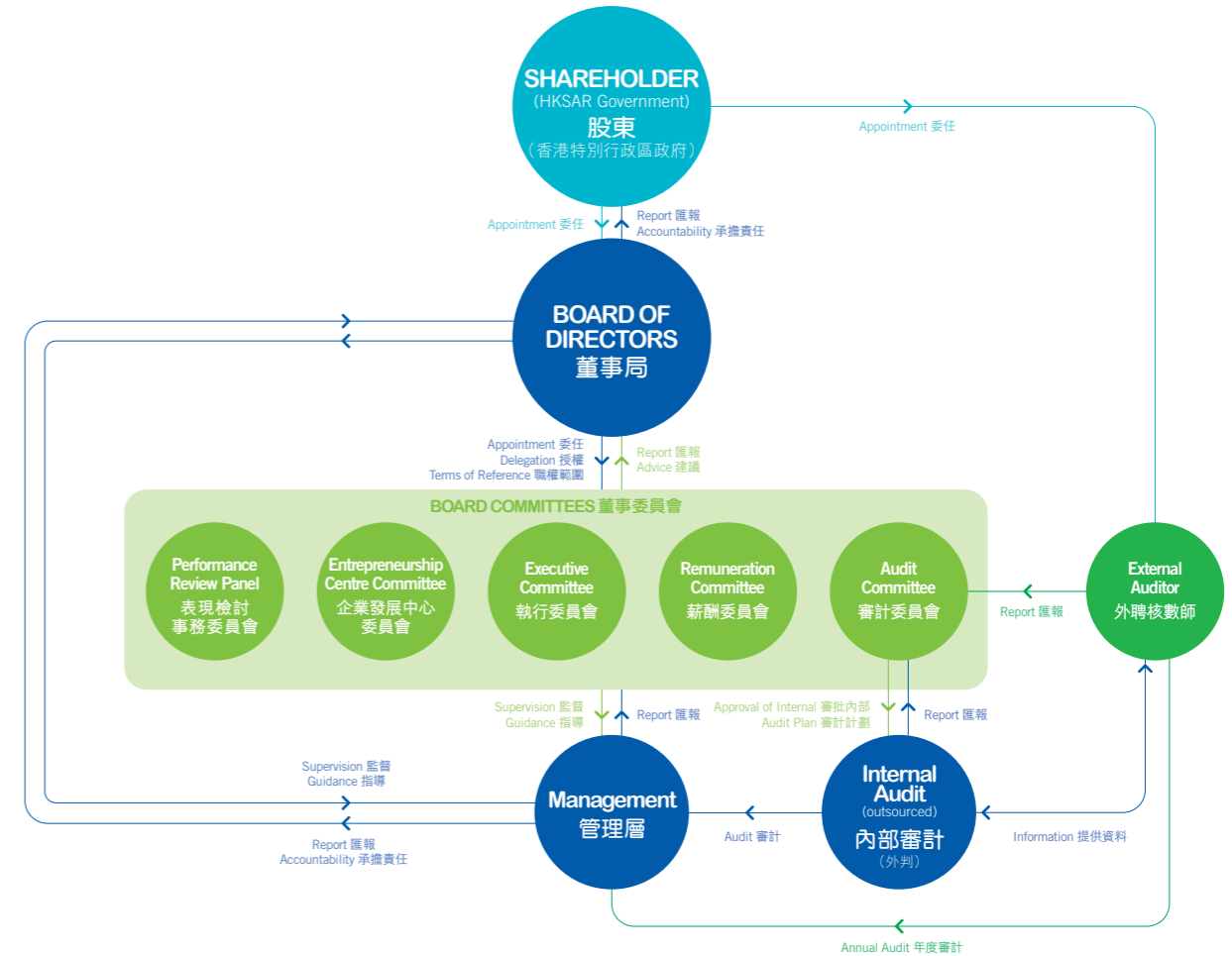
Cyberport is committed to maintaining high standards of corporate governance. We believe that good corporate governance provides the foundation for good corporate performance and is essential to accomplishing our public missions, meeting the expectations of our stakeholders and attaining long-term and sustainable growth. We have therefore adopted accountability, transparency, fairness and ethics as the cornerstones of our corporate governance framework.

我們的承諾

數碼港致力維持良好企業管治，我們相信良好企業管治是良好企業表現的基礎，並且是履行公眾使命、滿足社會期望及達到長期持續增長的要素。因此，數碼港一直奉行最嚴謹的企業管治原則，並以問責性、具透明度、處事公允及注重道德操守作為企業管治架構的基石。

Corporate Governance Structure

企業管治架構



The Board of Directors

The Board of Directors (“Board”) governs and leads the Company in a responsible and effective manner. It establishes the strategic direction of the Company and monitors its performance. The Company has an effective Board which acts collectively to set the corporate strategies and approve operating plans proposed by Management.

The Board has an overall responsibility for the leadership, control and performance of the Company and each Board Member has a duty to act in good faith and in the best interests of the Company.

To ensure effective discharge of duties by Board Members, the Board assumes the responsibility of ensuring that each Board Member has spent sufficient time to attend to the affairs of the Company.

董事局

董事局以盡責盡心和重視效益的處事態度，管理及領導本公司，負責制定公司的策略方針，以及監察其表現。本公司董事局採用具效率的集體決策的方式制定企業策略及審批由管理層建議之營運計劃。

董事局負責領導、監控本公司及其表現的整體責任。董事局各成員均有責任本著真誠行事，並以本公司最佳利益為前提的原則履行職責。

為確保董事局成員有效履行職務，董事局承擔責任確保各董事局成員均有充分時間參與本公司的事務。

## Board Composition

As of 31 March 2013, the Board consisted of 13 Non-Executive Board Members (including 2 Government directors and 11 non-Government directors). Non-executive Members bring an external perspective, constructively challenge and advise on proposals on strategy, and monitor the performance of Management. This structure effectively ensures that the Board would comprise independent members and is conducive to maintaining an independent and objective Board decision-making process.

All Board Members are appointed by the shareholders without receiving any honorarium for a specific term and can be re-appointed upon expiry of their terms of office.

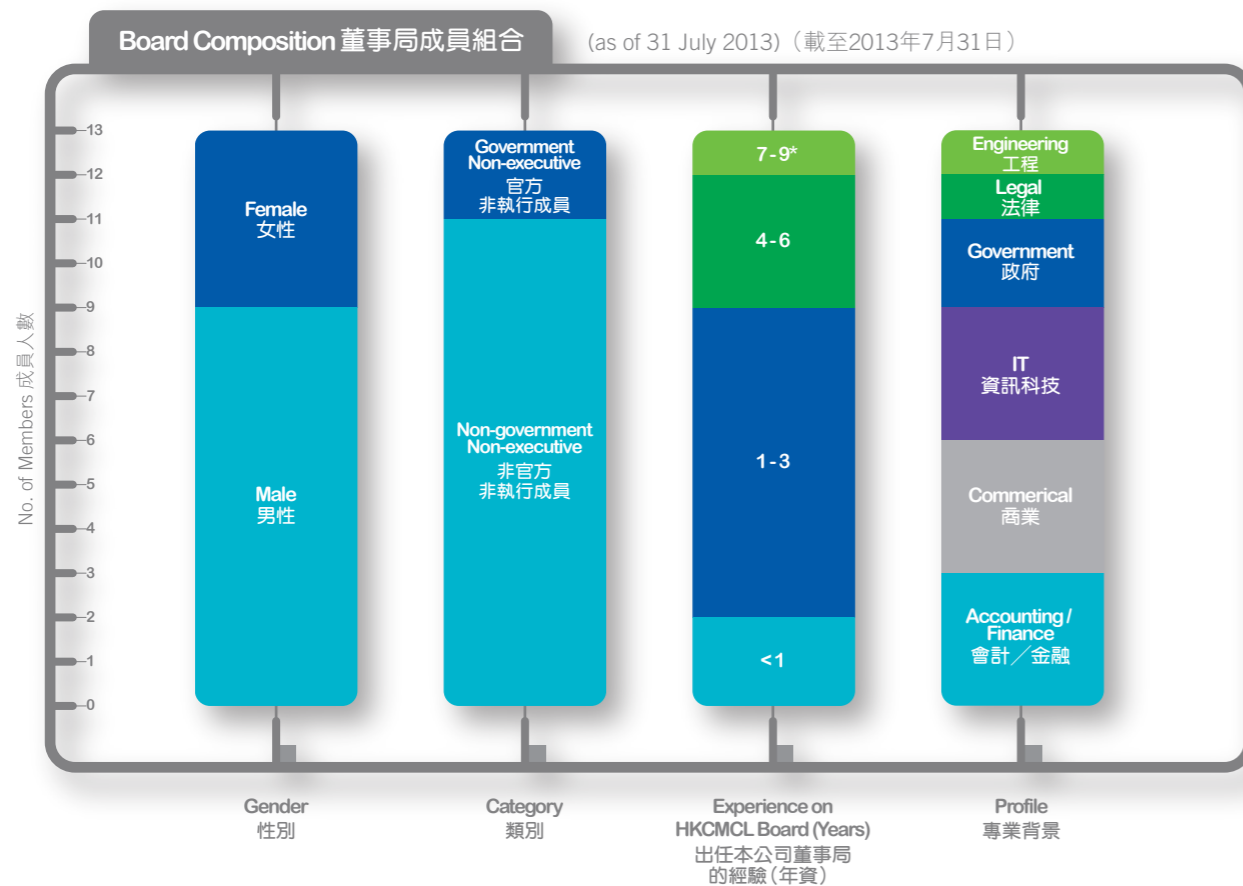
Board Members come from varied but relevant backgrounds with diverse skills and experience. While 2 of them are from the government, 11 of them come from various business fields, including IT, finance, commercial, legal and accounting. Biographical details of the Board Members are set out in the section titled "Board of Directors" on pages 24 to 29.

## 董事局的組成

截至2013年3月31日，董事局共有13名非執行成員（包括2名官方董事及11名非官方董事）。非執行成員能夠從客觀的外界觀點，理性正面地質詢和審議策略方案，並監察管理層之表現。這架構可有效地確保董事局成員均為獨立人士，有助董事局維持獨立及客觀的決策程序。

所有董事局成員均由股東委任並有指定任期，任期屆滿後可再獲委任。所有董事局成員均不獲酬金。

董事局成員來自不同界別，並擁有豐富的相關專業知識及經驗。其中2名成員來自政府，其餘11名成員來自不同的商業範疇，包括資訊科技、金融、商業、法律及會計界。各董事局成員的履歷詳情刊載於年報第24至29頁的「董事局」一欄。



\*Note: Mr Paul Chow was a director of HKCMCL from June 2003 to March 2007 prior to his current tenure from April 2010.

\*附註：於2010年4月獲委任為本公司之董事前，周文耀先生於2003年6月至2007年3月曾為本公司之董事。

## Board Diversity

Ensuring there is an appropriate balance of skills, knowledge, experience, and gender on the Board is an important aspect of our corporate governance. Our Board Members, with diverse backgrounds, have both the breadth and depth of relevant experience to steer and oversee the business of Cyberport to ensure that value is delivered in a sustainable manner and the Company's interest is protected. The current mix of our Board Members is balanced, and well represented by IT professionals, business executives, government representatives and other industry professionals and leaders.

## Board Functions

The Board directs the management of the business and affairs of the Company.

The overall management of the Company's business is vested in the Board. The Board has delegated the day-to-day management of the Company's business to the Executive Committee, and focuses its attention on matters affecting the Company's overall strategic policies, corporate governance and finances. These include financial statements, significant changes in accounting policy, annual budget, certain material contracts, strategies for future growth, major financing arrangements and major investments, corporate governance functions, risk management strategies and treasury policies.

The Board is chaired by Mr Paul Chow and provides policy and strategic guidance to HKCMCL on its business development, as well as oversight over corporate performance and governance.

## 董事局成員多元性

我們企業管治之重點為力求董事局在專業技能、知識、經驗和性別各方面均維持適當平衡。我們的董事局成員擁有多元化的專業背景，並具備廣泛及資深的相關經驗領導和監督數碼港的業務，確保締造持久的價值及保障本公司的利益。現有董事局成員的組合均衡，成員均來自不同業界的專業代表，包括資訊科技專業界、商界行政人員、政府代表，以及其他行業的專業人士與領袖。

## 董事局職能

董事局負責對本公司之業務和事務管理作出指導。

董事局肩負起管理本公司的整體業務，並授權執行委員會管理本公司的日常事務，而董事局則專注處理可影響本公司整體策略方針、企業管治和財務的重大事項，其中包括財務報告、重大會計政策修改、年度財政預算、重要合約、未來發展策略、重大融資安排和投資項目、企業管治功能、風險管理策略及財務政策等。

董事局由周文耀先生擔任主席，負責制定本公司的政策及策略性計劃，領導本公司的發展，同時負責監察公司表現及管治。

### Chairman and Chief Executive Officer

The posts of Chairman and Chief Executive Officer (CEO) are distinct and separate. The non-executive Chairman is responsible for managing the Board and leading the Board in setting the Company's overall directions, strategies and policies, as well as monitoring the performance of the CEO. Apart from making sure that adequate information about the Company's business is provided to the Board on a timely basis, the Chairman provides leadership for the Board, and ensures views on all principal and appropriate issues are exchanged by all Board Members in a timely manner, by encouraging them to make a full and effective contribution to the discussion. Under the Chairman's guidance, all decisions have reflected the consensus of the Board.

The CEO is appointed by the Board as a remunerated full-time employee of the Company. The roles and responsibilities of the Chairman of the Board and the CEO are separate, enhancing independence and accountability. The CEO is responsible to the Board for managing the business of the Company.

### Board Processes

The Board meets in person regularly, and all Board Members have full and timely access to relevant information and may take independent professional advice at the Company's expense, if necessary, in accordance with the approved procedures.

The draft agenda for regular Board Meetings is prepared by the Company Secretary and approved by the Chairman of the Board. The agenda together with Board Papers are sent to all Board Members at least 5 days before the intended date of the Board Meeting.

The Board Meeting dates for the following year are usually fixed by the Company Secretary and agreed by the Chairman, before being communicated to other Board Members in the third quarter of each year.

### 董事局主席及行政總裁

董事局主席和行政總裁的職位各不相同並且相互獨立。非執行主席負責管理董事局的運作及領導董事局為本公司制訂整體方向、策略及政策，以及監察行政總裁的表現。除了確保董事局適時獲得公司業務有關的足夠資訊外，主席亦負責領導董事局，並鼓勵所有董事局成員對董事局會議上的討論作出全面而有效的貢獻，確保他們適時就所有重要及合適的事宜交換意見。在主席的領導下，董事局所有的決定均根據董事局的共識作出。

行政總裁由董事局委任，並為受薪全職人員。董事局主席及行政總裁各司其職，以增強獨立性及問責性。行政總裁負責管理本公司的日常營運，並須對董事局負責。

### 董事局議事規則

董事局定期召開會議，而董事局所有成員均獲完整及適時的相關資料。如有需要，董事局成員可按照已核准的程序，獲取獨立專業人士之意見，費用由公司支付。

董事局之定期會議的議程草議由公司秘書編制，並經董事局主席核准。相關議程和董事局文件須至少在董事局會議擬定日期至少5天前呈交予所有董事局成員。

下一年度的董事局會議日期一般由公司秘書於每年第三季擬定，並經主席同意後與董事局其他成員溝通。

At regular Board Meetings, Management reports to the Board on business, including the Cyberport operations, and related business, progress of projects, financial performance, legal issues, corporate governance, risk management, human resources, sustainability, corporate responsibility and outlook. Together with the discussions at Board Meetings, this ensures that Board Members have a general understanding of the Company's business and provide information to enable them to make informed decisions for the benefit of the Company.

Meeting minutes are sent to Board Members for comment and record within a reasonable time.

All Board Members have access to the advice and services of the Company Secretary, who is responsible for ensuring that the correct Board procedures are followed and advises the Board on all corporate governance matters.

All Board Members are required to act in the best interests of the Company. Amongst other interests, all Board Members are required to declare their interests, if any, in any transaction, arrangement or other proposal to be considered by the Board at Board Meetings.

A Board Member cannot cast a vote on any contract, transaction, arrangement or any other kind of proposal in which he/she has an interest and which he/she knows is material. For this purpose, interests of a person who is connected with a Board Member (including any of his/her associates) are treated as the interests of the Board Member himself/herself. A Board Member may not be included in the quorum for such part of a meeting that relates to a resolution he/she is not allowed to vote on, but he/she shall be included in the quorum for all other parts of that Meeting. This reduces potential conflicts which might otherwise arise between the Company's business and an individual Board Member's other interests or appointments.

Matters to be decided at Board Meetings are decided by a majority of votes from the Board Members allowed to vote, although the usual practice is that decisions reflect the consensus of the Board.

在董事局定期會議上，管理層向董事局匯報公司的業務情況，包括數碼港的營運和相關業務、項目進展、財務表現、法律事宜、企業管治、風險管理、人力資源、可持續發展、企業責任和前景展望。連同董事局會議的討論，可確保董事局成員能概括了解公司的業務狀況，並獲取充分資料，以作出符合公司利益的決策。

董事局會議記錄會在合理時間內送予所有董事局成員，以讓他們提出意見及保存。

所有董事局成員均可獲得公司秘書提供的意見及服務，而公司秘書則負責確保遵守正確的董事局會議程序，並向董事局提出所有企業管治事宜的意見。

所有董事局成員均須以公司的最佳利益為前提的原則履行職責。所有董事局成員必須申報其於任何將由董事局於董事局會議上考慮的交易、安排或其他建議的利益（如有）。

董事局成員不得就其在當中擁有權益及其知悉屬重大性質的任何合約、交易、安排或其他任何種類的議案進行投票。有鑒於此，任何董事局成員（包括其任何聯繫人士）的關連交易、安排或其他建議的人士之利益均被視為董事局成員本身的利益。在董事局會議過程中，某董事局成員如不獲許對某項決議作出投票，則該成員並不計算在該項決議的法定人數內，惟該成員仍可計算在該次會議所有其他決議的法定人數內。這種做法可減少公司業務和董事局成員之間可能產生的利益或任職衝突。

董事局會議表決事宜均由獲許投票的董事局成員以過半數作出議決，惟慣常情況是董事局根據共識作出決定。

### Board Meetings

For the year ended 31 March 2013, 4 Board meetings were held with an average attendance rate of 75%. Attendance records of individual Board Member are on pages 116 and 117.

A total of 31 Board papers and 14 sets of written resolutions were considered and resolved.

Key matters considered/resolved by the Board are:

- Annual Budget
- Business Plan and Financial Plan
- Audited financial statements
- Management accounts and reports
- Appointment of external auditor
- Staff remuneration, pay structure and corporate performance assessment
- Performance assessment and bonus for Management
- Corporate goals and performance measures
- Memberships of Board Committees
- Internal Control and Risk and Business Continuity Management
- Information Technology Master Plan

Apart from Board meetings, the Chairman had sessions with Board Members without the presence of Management to discuss human resources matters.

### Induction Programme

On appointment to the Board, each newly appointed Board Member is given a comprehensive, formal and tailored induction programme. The programme consists of meeting with the CEO and Management, briefings on Cyberport operations and major developments, and visits to Cyberport facilities to enable new Board Members to familiarise themselves with the business of Cyberport and the Company's objectives, strategies, operations and internal controls, as well as the general and specific duties of directors.

Board Members are aware of their collective and individual responsibilities in managing and monitoring the affairs of the Company. They should act in good faith and in the best interests of the Company.

### 董事局會議

截至2013年3月31日，董事局於本年度共舉行了4次會議，平均出席率為75%。各成員的出席記錄已刊載於第116及117頁。

董事局會議共審議31份董事局文件及14份書面決議案。

經董事局審議的主要事項：

- 年度財務預算
- 業務計劃和財務計劃
- 經審核財務報告
- 管理層擬備的賬目及報告
- 外聘核數師的委任
- 員工薪酬、薪酬結構及公司表現評估
- 管理層的表現評核及花紅獎金
- 企業目標及表現衡量方法
- 董事局轄下委員會成員名單
- 內部監控以及風險與業務持續管理
- 資訊科技總體規劃

除董事局會議之外，主席亦曾與董事局成員在管理層不列席的會議中商討人力資源事宜。

### 介紹計劃

各新獲委任的董事局成員均獲提供全面、正式及特為其而設的介紹計劃。該計劃包括與行政總裁和管理層會面、參加有關數碼港營運與重要發展項目的簡報會，董事局新成員並會參觀數碼港設施，讓新成員了解數碼港的經營狀況和本公司的目標、策略、營運、內部監控，以及董事的一般及特定職責。

董事局成員能充分理解他們在管理和監察公司事務方面的共同和個別責任，並了解本著誠信辦事、以公司最佳利益行事的基本原則。

All Board Members are also given a Directors' Handbook on their appointment, which sets out, amongst other things, directors' duties, and code of conduct and the Terms of Reference of the Board Committees. The Directors' Handbook is updated from time to time to reflect developments in those areas.

Board Members are required on their first appointment and as and when necessary thereafter to declare any interests that are or may be relevant and material to the business and operations of the Company. They are also required to inform the Company Secretary of any changes in their declared interests or any new interests that may arise. A Register of Directors' Interests is kept by the Company Secretary and will be accessible by the Board Members.

### Directors' Responsibility for the Accounts

The Board Members are responsible for preparing the accounts of the Company. The accounts are prepared on a going concern basis and give a true and fair view of the state of affairs of the Company, and of the Company's result and cash flows for the year. In preparing the accounts for the year, the Board Members have selected appropriate accounting policies and, apart from those new and amended accounting policies as disclosed in the notes to the accounts, have applied them consistently with previous financial periods. Judgments and estimates have been made that are prudent and reasonable.

In support of the above, the accounts presented to the Board have been reviewed by the Management. For both the annual report and accounts, Management is responsible for finalising them with the External Auditor and then the Audit Committee.

In addition, all new and amended accounting standards and requirements, as well as changes in accounting policies adopted by the Company have been discussed and approved at the Audit Committee before adoption by the Company.

Board Members acknowledge their responsibilities for ensuring that the preparation of the annual accounts of the Company is in accordance with statutory requirements and applicable accounting standards.

所有董事局成員於獲委任時均獲發一份《董事手冊》，當中列載了董事職責及道德操守指引，以及董事局委員會的職權範圍。因應這些範疇的最新發展，《董事手冊》會不時作出更新。

董事局成員在獲委任時以及之後有需要時，均須申報與本公司業務運作有關或可能有關並重要的所有利益。如過往申報的資料有任何更改或有任何新利益申報，董事局成員必須通知公司秘書。董事利益申報登記冊由公司秘書妥善保存，並可供董事局成員查閱。

### 董事對賬目的責任

董事局成員負責編制本公司賬目。賬目是按持續經營準則編制，並真實及公平地反映了本公司於本年度之財務狀況、公司經營業績及現金流狀況。在編制本年度之賬目時，董事局成員採用合適的會計政策，並連貫應用於以往財政期間（在財務報表附註披露的新訂及經修訂會計政策除外）。各項判斷和估計均已作出審慎合理的評估。

為此，提交予董事局的賬目均已先由管理層審閱。管理層負責與外聘核數師完成年報及賬目查核事宜，並再呈交予審計委員會審定。

此外，所有新編制和經修訂的會計準則和要求，以及本公司所採納的會計政策之變更，均已於本公司採納前經審計委員會討論及批准。

董事局成員的責任是確保本公司根據法定要求及適用的會計準則編製年度賬目。

### Code of Conduct

HKCMCL is fully committed to the principle of honesty, integrity and fair play in the delivery of products and services to the public.

HKCMCL is a public body under the Prevention of Bribery Ordinance (POBO). Accordingly, Board Members are regarded as “public servants” for the purpose of that ordinance.

The Board is collectively responsible for the management and operations of the Company. Board Members, both collectively and individually, are expected to exercise fiduciary duties and duties of skill, care and diligence to a standard at least equal to those of Hong Kong law.

Board Members must satisfy the required levels of skill, care and diligence. Delegating their functions is permissible but does not absolve them from their responsibilities or from applying the required levels if they pay attention to the Company's affairs only at formal meetings. At a minimum, they must take an active interest in the Company's affairs and obtain a general understanding of the Company's business.

Board Members should regularly attend and actively participate at Board and committee meetings, and prepare for them by reviewing all materials provided by Management.

Every Board Member is also required to observe his/her ongoing disclosure obligations (including, without limitation, requirements to notify changes in personal particulars to the Company Secretary and/or circumstances that may affect his/her independence, and to declare interests in contracts or proposed contracts with the Company) under the Companies Ordinance.

### 道德操守

本公司承諾在向公眾提供產品及服務時，秉承誠實、正直和公平的原則。

本公司是一間受《防止賄賂條例》規管的公共機構。因此，董事局成員均被視為該條例中的「公職人員」。

董事局須就本公司的管理及業務營運承擔共同責任。董事局成員須共同和個別地履行誠信責任及應有技能、謹慎和勤勉行事的責任。而履行上述責任時，至少須符合香港法例所確定的標準。

董事局成員必須符合所需技能、謹慎和勤勉行事的責任要求。成員可將職能委派他人，但並不就此免除他們的相關責任；如或董事局成員僅透過參加正式會議了解本公司事務，亦並不免除他們所應承擔的責任。成員須至少積極關心本公司之事務，並對公司業務有全面理解。

董事局成員應定期出席和積極參與董事局和委員會會議，並查閱管理層提供的所有材料，為會議做好準備工作。

各董事局成員亦必須根據《公司條例》遵守其持續的披露義務（包括但不限於通知公司秘書其個人資料的變更和／或可能影響其獨立性的情況，以及向本公司申報合約或擬訂立的合約中的所有利益的要求規定）。

### Board Committees and Panels

Under the Board, there are four standing Committees and one Panel, namely the Executive Committee, the Audit Committee, the Remuneration Committee, the Entrepreneurship Centre Committee and the Performance Review Panel. Terms of Reference of the Committees and Panel set out the function, composition of members, authority, duties, frequency of meeting, and reporting responsibilities of the Committees. These Committees and Panel are accountable to the Board for their recommendations and decisions. The Terms of Reference of Board Committees and Panel are reviewed from time to time in the light of HKCMCL's evolving operational, business and development needs.

The meeting processes of Board Committees and Panel follow closely that of the Board. The interface between the Board and Board Committees and Panel are:

- All Board Members may attend any Committee and Panel meetings as observers
- Board Members are free to access the papers of any Committee and Panel meetings through the Company Secretary
- Full minutes of Committee and Panel meetings are sent to Board members for information

The following sets out details of Board Committees, their memberships, principal duties and key matters considered or resolved in the year.

### 董事局轄下委員會及事務委員會

董事局轄下設有4個委員會及1個事務委員會，分別為執行委員會、審計委員會、薪酬委員會、企業發展中心委員會及表現檢討事務委員會。委員會及事務委員會的職權範圍規定了其職能、組成成員、權力、職責、會議召開的頻率和報告職責。各委員會及事務委員會的建議和決定均須向董事局問責。因應本公司的業務經營和發展需要，各委員會及事務委員會的職權範圍將不時作出檢討。

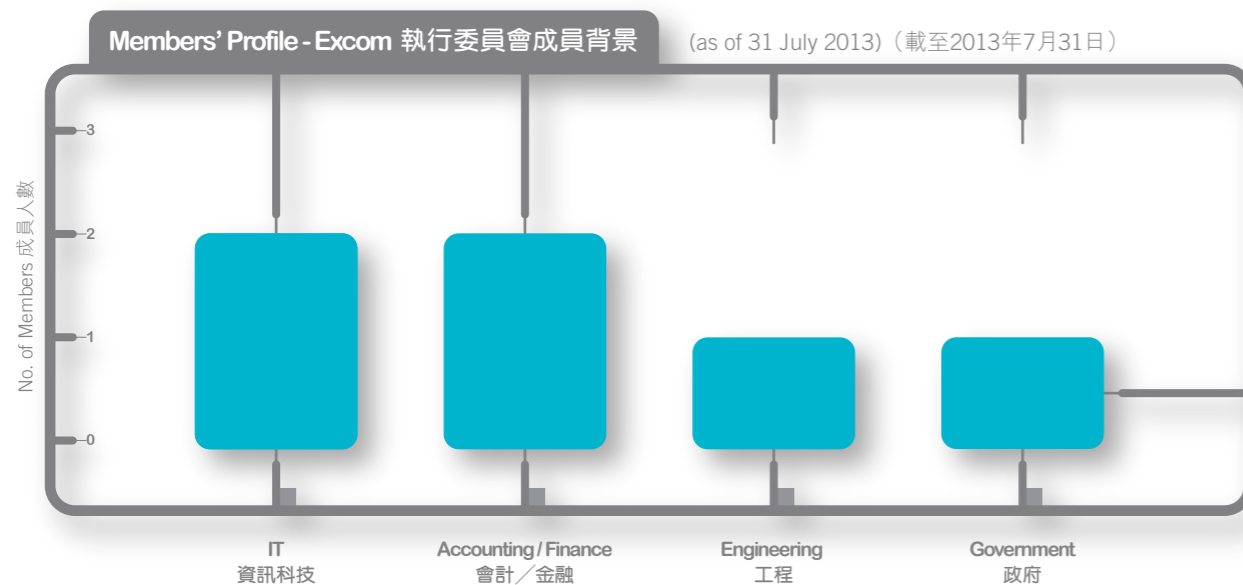
各委員會及事務委員會的議事規則均嚴格按照董事局的議事規則進行。董事局和其轄下各委員會及事務委員會之間的連繫如下：

- 所有董事局成員均可以觀察員身分出席任何委員會及事務委員會會議
- 董事局成員可向公司秘書自由查閱任何委員會及事務委員會的會議文件
- 各委員會及事務委員會的完整會議記錄均須送交董事局成員以供參考

各董事局轄下委員會之詳細資料、成員名單、主要職責及年內審議的主要事項載列如下。

## Executive Committee

The Executive Committee (“Excom”) is responsible for monitoring the performance of the Company and ensuring that the Company has been operating in consistency with the corporate missions and the annual budget/business plan as approved by the Board.



**Membership:** Six members

Chairman: Mr Paul CHOW Man Yiu  
 Members: Ms Susie HO Shuk Yee  
 Mr George HONGCHOY Kwok Lung  
 Mr LEE Shing See  
 Mr Alfred WONG Kwok Kuen  
 Mr Peter YAN King Shun

**Meetings:** The Excom convened 7 meetings during the year with an average attendance rate of 74%. A total of 36 Excom papers were considered or resolved. Attendance records of individual members are shown on pages 116 and 117.

## 執行委員會

執行委員會負責監察本公司的表現，確保本公司的營運方式與企業目標一致，並符合經由董事局審批的年度財政預算及業務計劃的要求。

**成員名單:** 6名

主席：周文耀先生  
 成員：何淑兒女士  
 王國龍先生  
 李承仕先生  
 黃國權先生  
 任景信先生

**會議：**執行委員會於年內共召開了7次會議，平均出席率為74%，共審議36份執行委員會文件。各成員的出席記錄刊載於第116及第117頁。

## Principal duties:

- Exercise the functions and responsibilities of the Board between regular Board meetings
- Serve as a sounding board for the Chairman of the Board in the leadership and oversight of the business and affairs of the Company
- Help coordinate the activities among Board Committees
- Oversee the annual Budget
- Decide appropriate action in response to ad-hoc, urgent and specific issues and any other matters either raised by Excom members or brought to its attention by the Management
- Monitor the execution of the Company's strategic plans and the operations of all business units of the Company
- Plan and allocate resources, human, financial and otherwise, for the execution and implementation of the approved business plans and corporate development strategies

## Key matters considered/resolved:

- Review of Annual Budget and Mid-Year Forecast
- Review and approval of Company policies
- Review of investment guidelines and investment strategies
- Review of strategic cooperative agreements
- Approval of material tenders and contracts
- Monthly management accounts and report

## 主要職責：

- 在董事局舉行定期會議以外的時間，履行董事局的職能和責任
- 輔助董事局主席領導及監督本公司的業務和事務
- 協調各董事局轄下委員會之間的工作
- 監督年度財務預算
- 就各項由執行委員會成員或管理層提出之臨時、緊急、特別議題和任何其他事項，商討決定應採取的適當應對措施
- 監察本公司策略計劃的執行情況，以及公司所有業務單位之運作
- 為執行和實施經核准的業務計劃及企業發展策略，計劃和分配人力、財務和其他資源

## 經審議的主要事項：

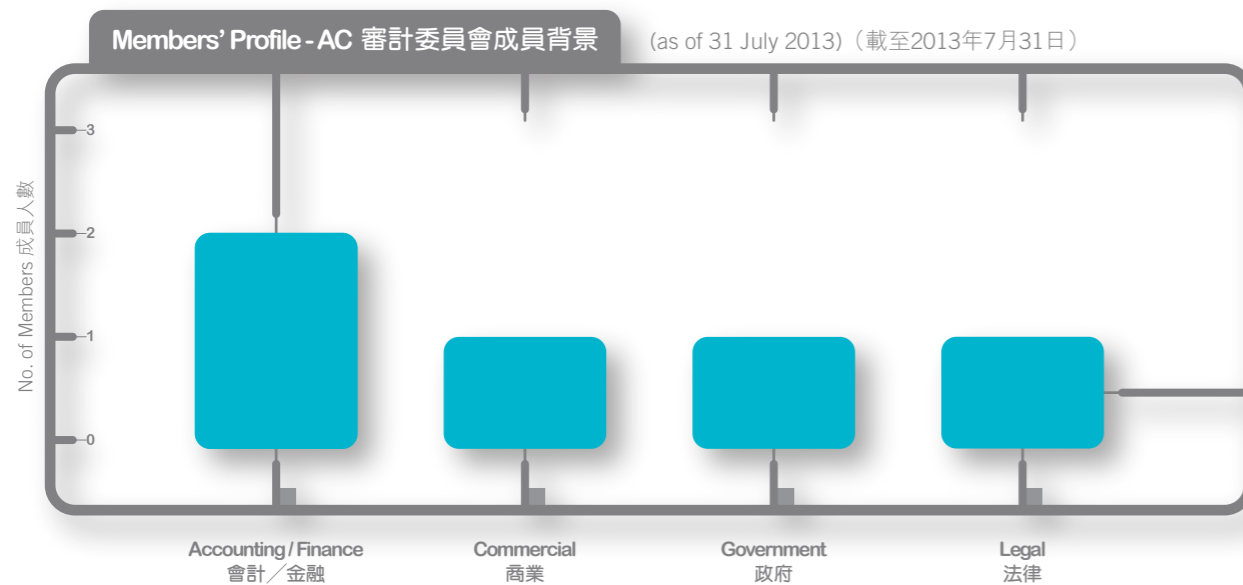
- 年度預算和中期預測
- 檢討和審核公司政策
- 檢討投資指引和投資策略
- 審核策略性合作協議
- 審批重大招標項目和合約
- 每月管理層擬備的賬目及報告

## Audit Committee

The Audit Committee ("AC") was established to oversee and review the effectiveness of the Company's corporate governance in financial reporting, internal control, risk management, appointment and performance of the external auditor and regulatory compliance.

## 審計委員會

審計委員會的成立目的是監察及檢討本公司在財務匯報、內部監管、風險管理及外聘核數師的委任與表現事宜的企業管治成效，確保本公司的管治符合各項規管要求。



**Membership:** Five members

**成員名單:** 5名

Chairman: Mr George HONGCHOY Kwok Lung

主席: 王國龍先生

Members: Ms Rosanna CHOI Yi Tak

成員: 蔡懿德女士

Mr Herman HU Shao Ming

胡曉明先生

Mr Douglas SO Cheung Tak

蘇彰德先生

Mr Damian LEE Kwok Hung

李國雄先生 (政府代表)

(government representative)

**Meetings:** The AC convened 2 meetings during the year with an average attendance rate of 70%. A total of 7 AC papers were considered or resolved. Attendance records of individual members are shown on pages 116 and 117.

**會議:** 審計委員會於年內共召開了2次會議，平均出席率為70%，共審議7份審計委員會文件。各成員的出席記錄刊載於第116及第117頁。

## Principal duties:

- Review financial statements and accounts
- Make recommendations on the appointment of external auditor, approve its remuneration and terms of engagement and oversee the Company's relations with the external auditor
- Review accounting policies
- Oversee internal controls, financial controls, risk management system and internal audit function
- Report on matters in relation to corporate governance practices

## 主要職責:

- 審閱財務報表和賬目
- 就外聘核數師的委任提出建議，並審批其薪酬及聘用條款，以及監督本公司與外聘核數師的關係
- 檢討會計政策
- 監督內部監控、財務監控、風險管理制度及內部審計功能
- 匯報有關企業管治的事宜

## Key matters considered/resolved:

- Audited annual financial statements
- External auditor's Audit Report, objectivity and effectiveness of audit process
- Appointment of external auditor and approval of audit fee and non-audit services
- Annual Corporate Governance, Risk Management and Internal Control Review
- Annual internal audit programme and internal audit reports
- Adequacy of resources and effectiveness of the internal audit function

## 經審議的主要事項:

- 經審核的年度財務報告
- 外聘核數師的審計報告、審計過程的客觀性及有效性
- 委任外聘核數師，並審批其審計費用及非審計服務的費用
- 檢討年度企業管治、風險管理和內部監控的成效
- 年度內部審計計劃方案及報告
- 內部審計功能的資源充足程度及效能

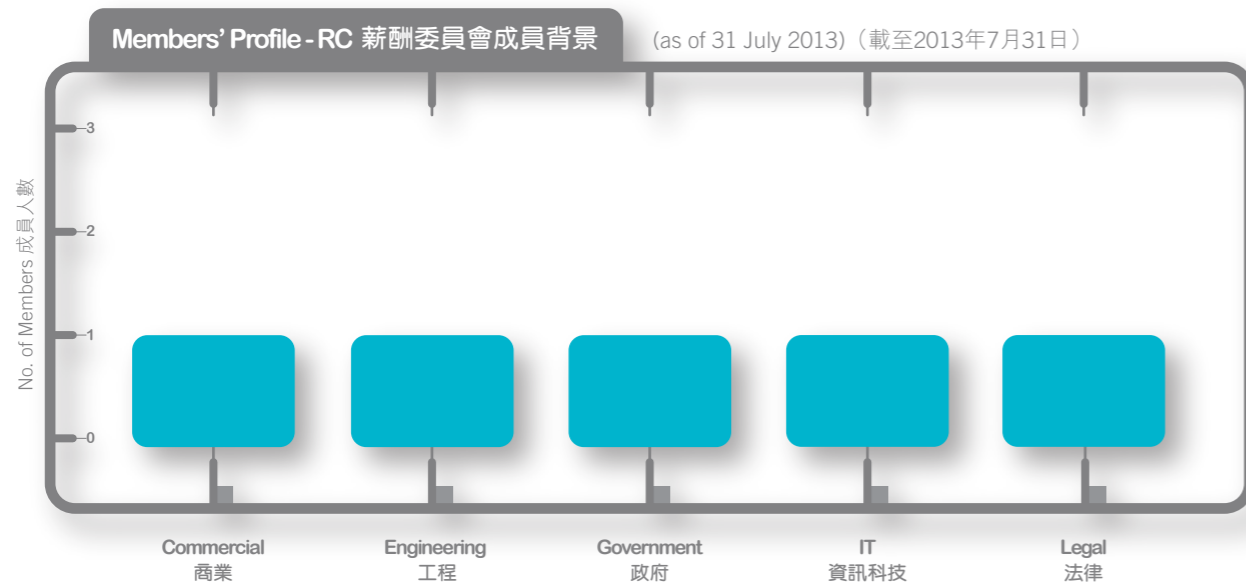


**Remuneration Committee**

The Remuneration Committee (“RC”) was established to make recommendations to the Board on organizational structure and policies on staffing, remuneration, employment, discipline and dismissal, with reference to the Company’s overall goals and objectives.

**薪酬委員會**

薪酬委員會的成立目的是按照本公司的整體目標，就企業架構以及有關職級分配、薪酬福利、員工紀律、招聘及解僱方面的政策向董事局提出建議。



**Membership:** Five members

**成員名單:** 5名

Chairman: Mr LEE Shing See  
 Members: Mr Douglas SO Cheung Tak  
 Mr Peter YAN King Shun  
 Ms Jeny YEUNG Mei Chun  
 Ms Joey LAM Kam Ping  
 (government representative)

主席：李承仕先生  
 成員：蘇彰德先生  
 任景信先生  
 楊美珍女士  
 林錦平女士 (政府代表)

**Meetings:** The RC convened 4 meetings during the year with an average attendance rate of 90%. A total of 9 RC papers were considered or resolved. Attendance records of individual members are shown on pages 116 and 117.

**會議:** 薪酬委員會於年內共召開了4次會議，平均出席率為90%，共審議9份薪酬委員會文件。各成員的出席記錄刊載於第116及第117頁。

**Principal duties:**

- Review staffing, remuneration and employment policies and strategies
- Advise the Board on staff-related issues, including annual corporate goals and performance measures, grading and pay structure, variable compensation and retirement schemes
- Review the criteria for assessing employee performance and make recommendations to the Board
- Review the salary increase and annual performance bonus for the senior executives and general staff and make recommendations to the Board

**主要職責:**

- 檢討員工編制、薪酬福利和招聘政策及策略
- 就與員工相關的事宜向董事局提出意見，其中包括年度企業目標、表現衡量方法、職級及薪酬結構、浮動薪酬及退休福利計劃
- 檢討員工表現的評估準則，並向董事局提出建議
- 審核高層管理人員和一般職員的加薪和年度表現獎金花紅，並向董事局提出建議

**Key matters considered/resolved:**

- Pay and grade structure
- Annual review of staff remuneration
- Annual corporate performance assessment and award of variable compensation for staff
- Staff benefits and retirement benefits
- HR Manual

**經審議的主要事項:**

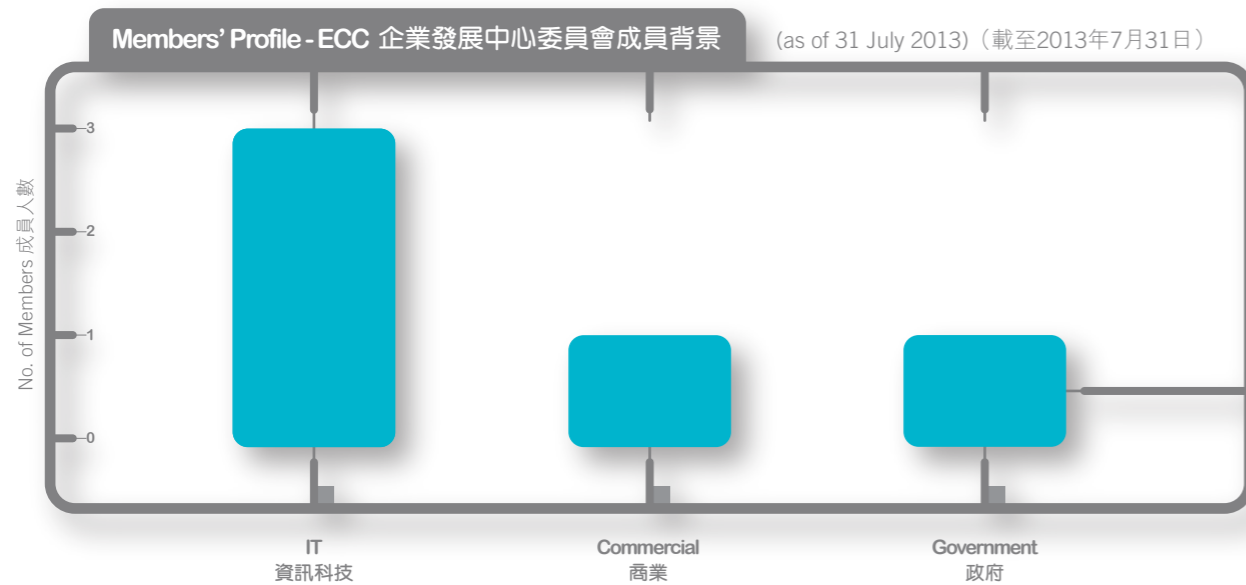
- 薪酬及職級結構
- 員工薪酬福利的年度檢討
- 年度企業表現評估和員工浮動薪酬
- 員工福利及退休福利
- 人力資源手冊

**Entrepreneurship Centre Committee (ECC)**

The Entrepreneurship Centre Committee (“ECC”) was established to oversee the administration and management of the programmes implemented by the Entrepreneurship Centre, such as the Incubation Programme and the Cyberport Creative Micro Fund (“CCMF”).

**企業發展中心委員會**

企業發展中心委員會的成立目的是監察由企業發展中心所推行的各項計劃之行政及管理事宜，此等計劃包括「數碼港培育計劃」及「數碼港創意微型基金」。



**Membership:** Nine members (including five Board representatives and four Management representatives)

**成員名單:** 9名 (包括5名董事局代表及4名管理層代表)

**Chairman:** Mr Alfred WONG Kwok Kuen  
**Members (Board Representatives):** Mr Edwin LEE Kan Hing, Mr Gabriel PANG Tsz Kit, Mr Peter YAN King Shun, Mr Damian LEE Kwok Hung (government representative)

**主席:** 黃國權先生  
**董事局代表成員:** 李根興先生, 彭子傑先生, 任景信先生, 李國雄先生 (政府代表)

**Members (Management Representatives):** Mr Herman LAM Heung Yeung, Mr Mark O. CLIFT, Mr Cavan CHEUNG Sau Shing, Mr David CHUNG Wai Keung

**管理層代表成員:** 林向陽先生, 麥傑夫先生, 張秀成先生, 鍾偉強先生

**Meetings:** The ECC convened 5 meetings during the year with an average attendance rate of 95% for the Board representatives. A total of 9 ECC papers were considered or resolved. Attendance records of individual members are shown on pages 116 and 117.

**會議:** 企業發展中心委員會於年內共召開了5次會議，董事局代表之平均出席率為95%，共審議9份企業發展中心委員會文件。各成員的出席記錄刊載於第116及第117頁。

**Principal duties:**

- Oversee the administration and management of the programmes implemented by the Entrepreneurship Centre
- Advise the Entrepreneurship Centre management on policy changes due to the changes in macro business environment
- Approve the composition of the Entrepreneurship Centre Advisory Group (“ECAG”) which comprises venture capitalists, business executives, ICT industry professionals, academics, and trade association members
- Approve applications recommended by the vetting committee for the programmes of the Entrepreneurship Centre
- Monitor and review the progress of the start-up enterprises of the programmes
- Review and approve the Procedural Guidelines developed by the Entrepreneurship Centre management for the programmes

**主要職責:**

- 監察由企業發展中心所推行的各項計劃之行政及管理事宜
- 因應宏觀商業環境發生的變化，向企業發展中心管理層提出政策修訂的建議
- 審批企業發展中心顧問團的組成成員，其成員包括創投資本家、商界行政人員、資訊及通訊科技業界專業人士、學者及貿易商會成員
- 審批企業發展中心各項計劃中，由評審委員會推薦的申請名單
- 監察及檢討參與計劃的起步企業的發展情況
- 審閱和批准由企業發展中心管理層就各項計劃推行的程序指引

**Key matters considered/resolved:**

- Guangdong – Hong Kong Cyberport Creative Micro Fund Young Entrepreneur Programme
- Shenzhen – Hong Kong Cyberport Creative Micro Fund Young Entrepreneur Programme
- Amendments of Terms of Reference of ECC and ECAG
- Amendments of Guidelines of Incubation Programme and CCMF
- Vetting of Incubation Programme and CCMF applications

**經審議的主要事項:**

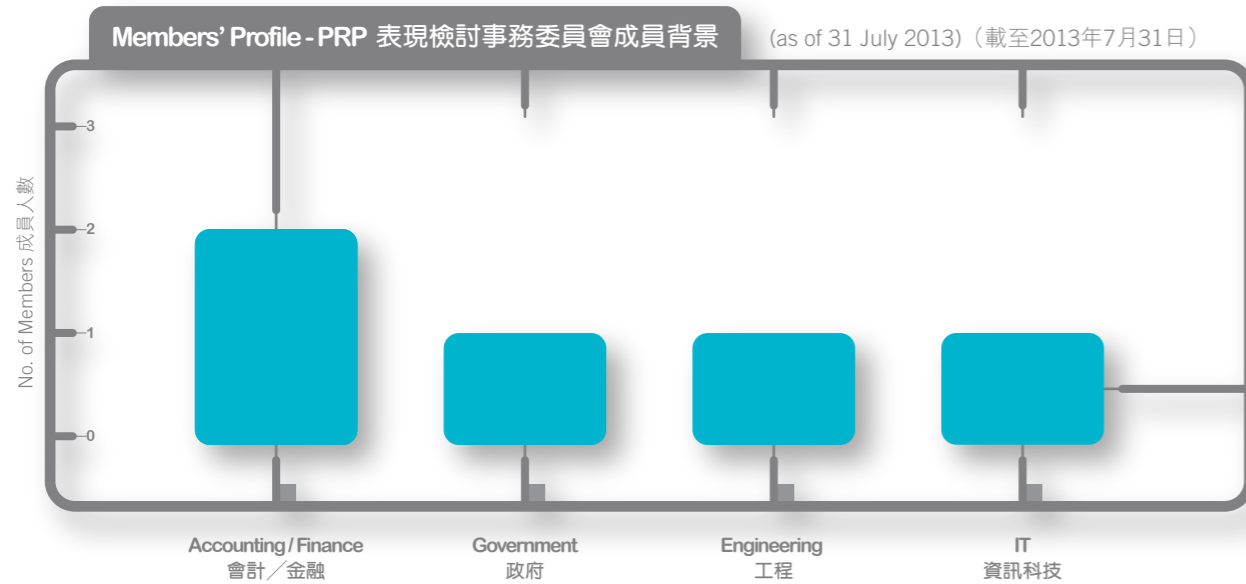
- 「數碼港創意微型基金」粵港青年創業計劃
- 「數碼港創意微型基金」深港青年創業計劃
- 企業發展中心委員會及企業發展中心顧問團職權範圍的修訂
- 「數碼港培育計劃」及「數碼港創意微型基金」指引的修訂
- 「數碼港培育計劃」及「數碼港創意微型基金」申請者的評審事宜

**Performance Review Panel**

The Performance Review Panel (“PRP”) was established to review and discuss the performance of the CEO, Chief Operating Officer (“COO”), Chief Financial Officer (“CFO”), Chief Technology Officer (“CTO”) and the Company, with reference to the Board’s approved Key Performance Indicators and objectives.

**表現檢討事務委員會**

表現檢討事務委員會的成立目的是按照由董事局通過的主要表現指標及目標，就行政總裁、營運總監、財務總監、技術總監和公司的表現作出檢討及討論。



**Membership:** Five members

**成員名單:** 5名

Chairman: Mr Paul CHOW Man Yiu  
 Members: Ms Susie HO Shuk Yee  
 Mr George HONGCHOY Kwok Lung  
 Mr LEE Shing See  
 Mr Alfred WONG Kwok Kuen

主席: 周文耀先生  
 成員: 何淑兒女士  
 王國龍先生  
 李承仕先生  
 黃國權先生

**Meetings:** The PRP convened 2 meetings during the year with an average attendance rate of 78%. A total of 3 PRP papers were considered or resolved. Attendance records of individual members are shown on pages 116 and 117.

**會議:** 表現檢討事務委員會於年內共召開了2次會議，平均出席率為78%，共審議3份表現檢討事務委員會文件。各成員的出席記錄刊載於第116及第117頁。

**Principal duties:**

- Review the performance of the CEO, COO, CFO, CTO and the Company, with reference to the Board’s approved Key Performance Indicators and objectives
- Review the Terms of Reference and the effectiveness and performance of the PRP, and recommend any changes it considers necessary to the Board

**主要職責:**

- 按照由董事局通過的主要表現指標及目標，就行政總裁、營運總監、財務總監、技術總監和公司的表現作出檢討
- 檢討表現檢討事務委員會的職權範圍、工作效率和表現，並向董事局提出任何其認為必要的更改建議

**Key matters considered/resolved:**

- Performance review of the CEO, COO, CFO and CTO and their variable compensation
- Corporate goals and performance measurements

**經審議的主要事項:**

- 對行政總裁、營運總監、財務總監和技術總監的表現及其浮動薪酬進行檢討
- 企業目標及表現評核

## MEETING ATTENDANCE (1 APRIL 2012 TO 31 MARCH 2013)

## 會議出席記錄 (2012年4月1日至2013年3月31日)

| Types of meetings<br>會議類型   | Board<br>董事局 | Excom<br>執行<br>委員會 | AC<br>審計<br>委員會 | RC<br>薪酬<br>委員會 | ECC<br>企業發展<br>中心<br>委員會 | PRP<br>表現檢討<br>事務<br>委員會 |
|---|--------------|--------------------|-----------------|-----------------|--------------------------|--------------------------|
| <b>Board members 董事局成員</b>  |              |                    |                 |                 |                          |                          |
| <b>Paul CHOW</b><br>周文耀先生   | 4/4          | 7/7                | -               | -               | -                        | 2/2                      |
| <b>Anthony AU</b><br>區煒洪先生<br>(Retired from the Board on 4 June 2012)<br>(於2012年6月4日退任董事)   | 1/1          | 1/1                | -               | -               | -                        | -                        |
| <b>Rosanna CHOI</b><br>蔡懿德女士<br>(Appointed as director on 5 June 2012)<br>(於2012年6月5日獲委任為董事)  | 2/3          | -                  | 2/2             | -               | -                        | -                        |
| <b>Susie HO</b> (including attendance by alternate)<br>何淑兒女士 (包括其替任董事之出席次數)<br>(Appointed as director on 8 October 2012)<br>(於2012年10月8日獲委任為董事)   | 2/2          | 4/4                | -               | -               | -                        | 1/1                      |
| <b>George HONGCHOY</b><br>王國龍先生   | 2/4          | 2/7                | 2/2             | -               | -                        | 1/2                      |
| <b>Herman HU</b><br>胡曉明先生   | 3/4          | -                  | 1/2             | -               | -                        | -                        |
| <b>Daniel LAI</b> (including attendance by alternate)<br>賴錫璋先生 (包括其替任董事之出席次數)<br>(Appointed as director on 25 July 2012 and<br>resigned from the Board on 8 October 2012)<br>(於2012年7月25日獲委任為董事，<br>並於2012年10月8日辭任董事) | 1/1          | 1/1                | -               | -               | -                        | -                        |
| <b>LEE Shing See</b><br>李承仕先生   | 3/4          | 5/7                | -               | 4/4             | -                        | 1/2                      |

| Types of meetings<br>會議類型  | Board<br>董事局 | Excom<br>執行<br>委員會 | AC<br>審計<br>委員會 | RC<br>薪酬<br>委員會 | ECC<br>企業發展<br>中心<br>委員會 | PRP<br>表現檢討<br>事務<br>委員會 |
|--|--------------|--------------------|-----------------|-----------------|--------------------------|--------------------------|
| <b>Board members 董事局成員</b>   |              |                    |                 |                 |                          |                          |
| <b>Winnie J NG</b><br>伍穎梅女士<br>(Retired from the Board on 4 June 2012)<br>(於2012年6月4日退任董事)   | 1/1          | -                  | -               | -               | -                        | -                        |
| <b>Gabriel PANG</b><br>彭子傑先生<br>(Appointed as director on 5 June 2012)<br>(於2012年6月5日獲委任為董事)   | 2/3          | -                  | -               | -               | 5/5                      | -                        |
| <b>Douglas SO</b><br>蘇彰德先生   | 2/4          | -                  | 2/2             | -               | -                        | -                        |
| <b>Elizabeth TSE</b> (including attendance by alternate)<br>謝曼怡女士 (包括其替任董事之出席次數)   | 3/4          | 2/2                | -               | -               | -                        | 1/1                      |
| <b>Alfred WONG</b><br>黃國權先生  | 3/4          | 5/6                | -               | -               | 5/5                      | 1/1                      |
| <b>WONG Sau Ying</b><br>黃秀英女士  | 4/4          | 4/7                | -               | 4/4             | -                        | -                        |
| <b>Peter YAN</b><br>任景信先生  | 4/4          | -                  | -               | 3/4             | 4/5                      | -                        |
| <b>Jeny YEUNG</b><br>楊美珍女士<br>(Appointed as director on 5 June 2012)<br>(於2012年6月5日獲委任為董事)   | 1/3          | -                  | -               | 3/4             | -                        | -                        |
| <b>YING Yiu Hong</b> (including attendance by alternate)<br>應耀康先生 (包括其替任董事之出席次數)<br>(Resigned from the Board on 25 July 2012)<br>(於2012年7月25日辭任董事) | 0/1          | -                  | -               | -               | -                        | -                        |

## Meeting Procedures

The Board, Committees and Panel convene meetings on a regular basis. Special meetings will be held as and when necessary. Management circulates papers prior to the respective meetings to provide adequate information for members in a timely manner to facilitate their deliberation of the issues and decision-making. The respective Board/Committee/Panel Secretaries record the major points of discussion, recommendations, decisions and action items arising from the meetings. Outstanding matters are followed up by the relevant departments, and progress updates are reported at subsequent Board/Committee/Panel meetings.

## Management and Staff

Management and staff, led by the Company's CEO, are responsible for managing the Company's day-to-day operations and implementing the strategies and directions determined by the Board. Guidance on the ethical behavior of the Company has been well defined in the Company's Employee Code of Conduct and Business Ethics ("the Code"). From time to time, the Code will be reviewed and fine-tuned, covering such issues as prevention of bribery, conflict of interest, acceptance of gifts and advantages, handling of confidential information and preservation of secrecy, intellectual property, and outside business or employment. ICAC is invited to give briefings on prevention of bribery and conflict of interest to the employees of the Company on a regular basis. Staff members are also reminded of the need for compliance with the Code from time to time.

## Internal Control and Risk Management

The Company aims to maintain a high standard of corporate governance and enhance transparency and accountability.

## 會議程序

董事局、各個委員會及事務委員會均定期舉行會議，並於有需要時召開特別會議。在會議舉行前，管理層將會議文件送呈有關成員，向他們提供充份資料，以助他們審慎研究有關事項及作出決策。董事局／委員會／事務委員會之秘書負責記錄會議之討論重點、議決及跟進事宜。相關部門需負責跟進處理，並於往後的董事局／委員會／事務委員會會議上匯報進度。

## 管理層及員工

本公司管理層及員工在行政總裁領導下，負責管理本公司的日常運作，以及執行由董事局制定的策略及發展方向。本公司之職業操守指引，已於本公司的《僱員紀律守則及道德操守》（以下簡稱《守則》）內詳細列明。《守則》內容涵蓋防止賄賂、利益衝突、接受餽贈及利益、處理機密資料及保密、知識產權以及職外業務或僱用多個範疇，而本公司將定期檢討《守則》內容並作出相應調整。此外，本公司並定期邀請廉政公署派員向員工講解有關防止賄賂及利益衝突等問題，並不時提醒員工務必遵守《守則》的規定。

## 內部監控及風險管理

本公司恪守企業管治最高水平，致力提高機構的透明度及問責性。

## External Audit

To ensure the independence and objectivity of the External Auditor, after conducting a tender for the provision of External Audit service, the Board appointed KPMG as the Company's External Auditor to conduct the audit of its financial statements commencing the year 2012/13.

The main purpose of the external audit is to provide independent assurance to the Board and shareholder that the annual financial statements of the Company are fairly stated. The External Auditor plays an important independent role in expressing an opinion on the financial statements based on their audit, and meets with the Audit Committee to discuss the nature and scope of the audit prior to the commencement of the work if necessary and to report on findings. The External Auditor also reports internal control recommendations identified as part of the audit together with management responses, if any.

## Internal Audit

The internal audit is primarily responsible for reviewing the adequacy and effectiveness of internal control procedures and monitoring compliance with them. The Company has outsourced its internal audit function to an independent professional advisory firm (Internal Auditor) to monitor the Company's internal governance and provide a basis for the Board to assess the risk management and internal control system maintained and operated by Management. The Audit Committee directly oversees the work performed by the Internal Auditor. Independent reviews of financial, business and functional operations and activities have been conducted with a focus on higher risk areas of the Company. The internal audit plan is reviewed and agreed to by the Audit Committee in advance. At each Audit Committee meeting, the Audit Committee reviews the results of the internal audit and evaluates the impact of the findings and the proposed management action plans.

## 外部審計

為確保外聘核數師的獨立性及客觀性，經外聘核數服務進行招標的工作完成後，董事局委任由畢馬威會計師事務所從2012/13年度起作為本公司之外聘核數師，為年度的財務報告進行審核。

實行外部審計的主要目的是向董事局及股東作出獨立的保證，確保公平地列報本公司之年度財務報告。外聘核數師擔當重要的獨立角色，根據其審計結果對財務報告發表意見，並且在展開審計工作前會按需要與審計委員會舉行會議，討論審計性質及範圍，並就審計結果作出匯報。外聘核數師也會向審計委員會提出屬於審計報告的內部監控建議，及匯報管理層所作出之回應（如有）。

## 內部審計

內部審計主要負責檢討內部監控程序是否足夠及具有成效，並負責監察員工是否依循相關程序執行。本公司外判了內部審計部門的職能予一間獨立專業諮詢公司（內部審計師），藉以監察本公司的內部管治，並向董事局提供就管理層建立及執行有效風險管理及內部監控的評審基礎。內部審計師之工作均由審計委員會直接監督。內部審計師根據有關風險對本公司的財務、業務運作和各業務單位的運作和活動進行獨立審計。各項審計方案須先經審計委員會批核。在每次審計委員會會議上，委員會將審核內部審計師之調查結果，並評估其對公司的影響及管理層建議之應對方案。

## Transparency

The Company reports annually to the Information Technology and Broadcasting Panel of the Legislative Council regarding the Cyberport Project, including its financial performance.

To enhance transparency, the annual emoluments of the Company's five highest paid employees are disclosed under note 8 to the financial statements on page 148.

With a view to maintaining open and transparent communication with external stakeholders, the Company continues to connect with the community by taking advantage of multiple channels and tools. These include the official website, monthly e-newsletter, press briefings and interviews, and participation in a variety of local and overseas exhibitions and conferences. Annual reports and information on our programmes and offerings are disclosed on our website for public access.

The attendance of Members at the Board and Committees Meetings is reported on pages 116 and 117.

## 透明度

本公司每年均向立法會資訊科技及廣播事務委員會匯報數碼港計劃的最新進展，當中包括公司的財政業績。

為提高透明度，本公司5名最高薪員工的每年薪酬，已披露於本報告的財務報表第148頁附註8中。

本公司致力與外界持份者保持公開透明的溝通橋樑，持續利用廣泛渠道和工具與社群聯繫，包括透過公司的官方網站、每月電子通訊、新聞發佈會和採訪活動等發放消息，而本公司同時積極參與各式各樣的本地及海外展覽和會議，與外界保持緊密接觸。本公司並透過網站發放年報，以及各項計劃和公司的服務資料，方便公眾查閱。

董事局及轄下委員會各成員的會議出席記錄詳列於本報告第116及第117頁。