

CORPORATE GOVERNANCE REPORT

企业管治报告

Corporate Governance Report

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Our Commitment

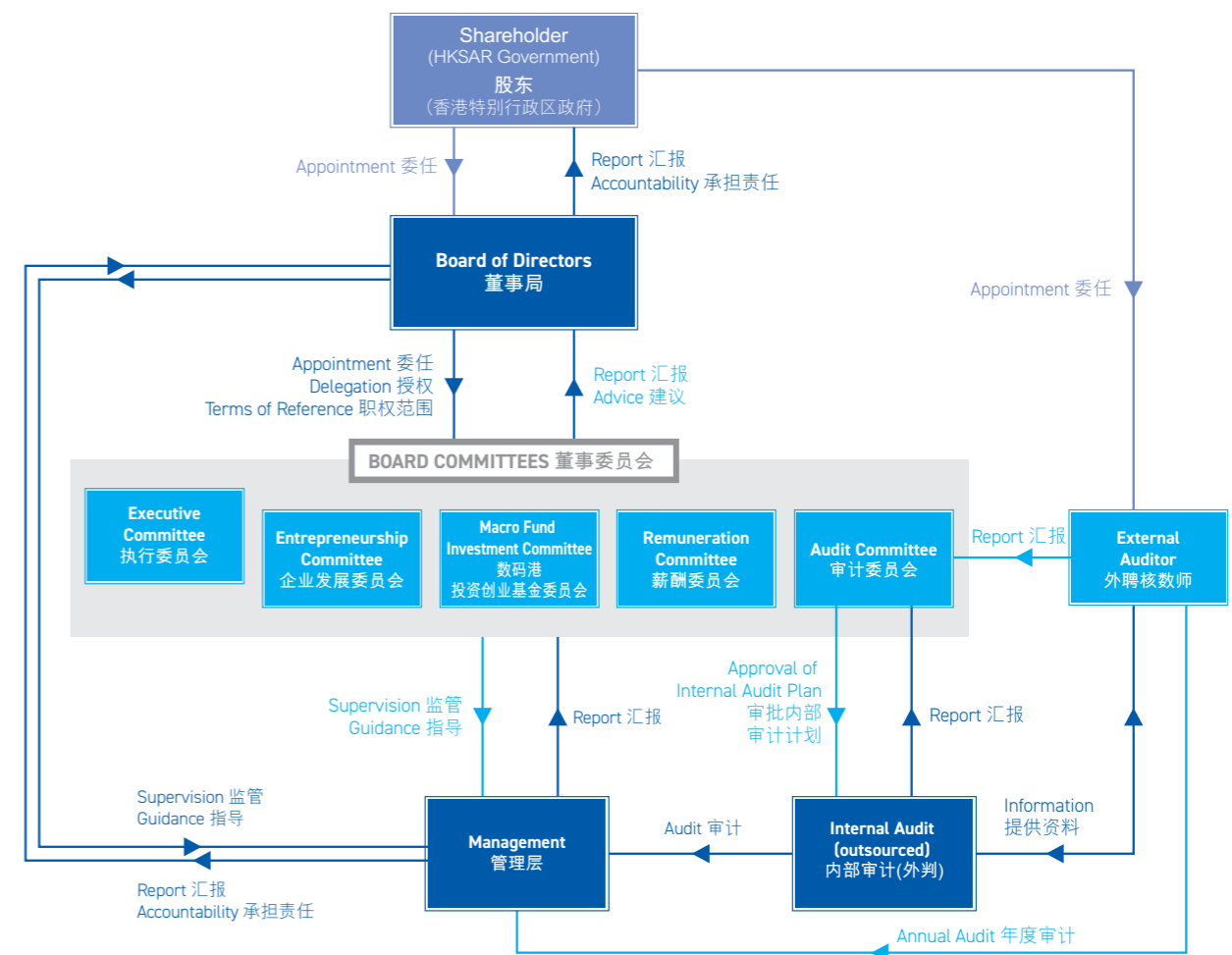
Hong Kong Cyberport Management Company Limited (the "Company") is committed to maintaining and upholding high standards of corporate governance. We believe that good corporate governance provides the foundation for good corporate performance and is essential to accomplishing our public missions, meeting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

我们的承诺

香港数码港管理有限公司("本公司")致力维持并奉行卓越的企业管治，我们相信良好企业管治是良好企业表现的基础，亦是履行公众使命、满足持分者期望及达到长期持续增长的要素。因此，本公司一直以问责性、具透明度、处事公允、注重道德操守及诚信作为企业管治架构的基石。

Corporate Governance Structure

企业管治架构



Board of Directors

The Board has the collective responsibilities for the leadership and control of the Company within a framework of prudent and effective controls. It governs and leads the Company in a responsible and effective manner.

The Board sets the corporate strategies and approves the operating plans proposed by Management. 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. All Board Members are kept abreast of the development of the Company through regular Board meetings, and receipt of regular financial and business updates.

Board Members may seek independent professional advice in appropriate circumstances at the Company's expense to discharge their duties.

The Company has also arranged appropriate Directors' and Officers' liability insurance to indemnify the Board Members against liabilities arising out of the discharge of their duties and responsibilities as the Company's Board Members.

Chairman and Chief Executive Officer

The roles of the Chairman of the Board, and the Chief Executive Officer ("CEO") of the Company are complementary, but importantly, they are distinct and separate with a clear and well established division of responsibilities, enhancing independence and accountability.

The Chairman of the Board, who is a Non-executive Director, is responsible for managing 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 in a timely manner, by encouraging all Board Members 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, who is appointed by the Board as a remunerated full-time employee of the Company, is responsible to the Board for implementing the strategy and policy as established by the Board, and managing the day-to-day business of the Company.

董事局

董事局透过审慎而有效的监控框架，集体负责领导和监控本公司，以尽责尽心和重视效益的态度管治及领导本公司。

董事局负责制定企业策略及审批由管理层所建议的营运计划。董事局各成员均有责任本着诚信原则，并以本公司最佳利益为前提下履行职责。

为确保董事局成员有效履行职务，董事局有责任确保各董事局成员均有充分时间参与本公司的事务。所有董事局成员均可藉参与常规董事局会议及定期收取最新财务及业务资料，了解本公司之发展。

各董事局成员可于适当情况下寻求独立专业意见，以履行其职责，有关费用由本公司承担。

本公司已为各董事局成员购买适当之董事及高级职员责任保险，以保障他们因履行本公司董事职务及职责而引起的法律责任。

主席及行政总裁

本公司董事局主席和行政总裁的职务相辅相成，但重点是两者的角色分明，职责分工亦有清楚界定，以增强独立性及问责性。

董事局主席为非执行董事，负责管理及领导董事局，为本公司制订整体方向、策略及政策，以及监察行政总裁的表现。主席除了确保董事局适时获得有关本公司业务的足够资料外，亦负责领导董事局，并鼓励所有董事局成员对董事局会议上的讨论作出全面而有效的贡献，确保他们就所有重要及合适的事宜适时交换意见。在主席的领导下，董事局所有决定均根据董事局的共识而作出。

行政总裁由董事局委任，为本公司受薪全职人员，负责执行董事局所制订的策略及政策，以及管理本公司日常业务。

Board Composition

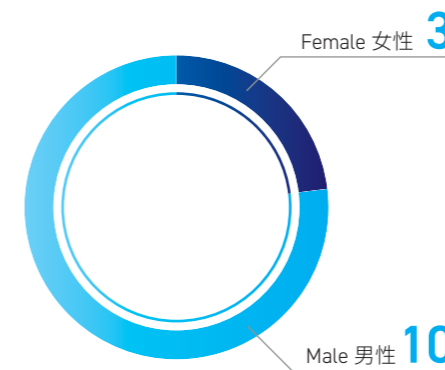
As at the date of this Annual Report, the Board consists of 13 Directors, of whom all are Non-executive Directors. This structure effectively ensures the independence, objectivity and impartiality of the Board's decision-making process and oversight of the Management. Non-executive Directors bring an external perspective, constructively challenge and advise on proposals on strategy.

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.

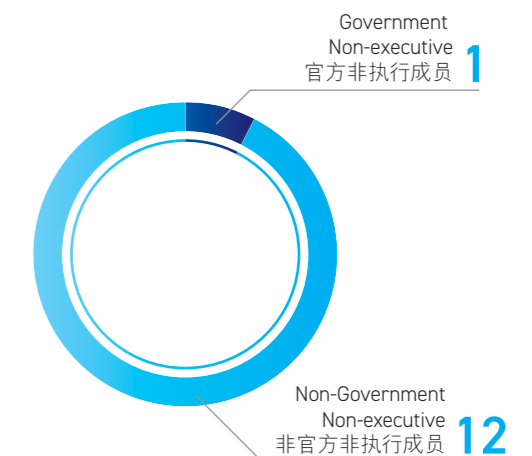
Board Composition 董事局成员组合

(as at 31 July 2019) (于2019年7月31日)

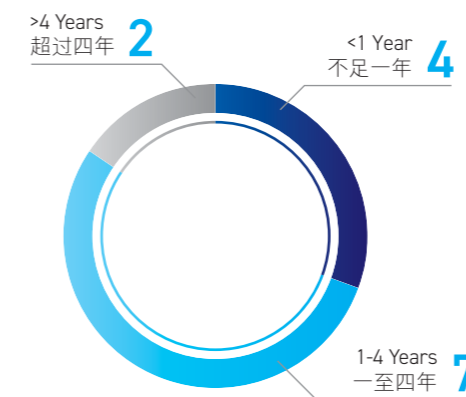
Gender 性别



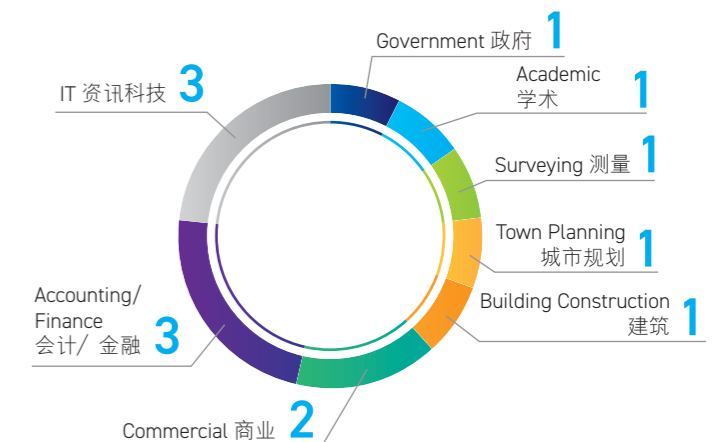
Category 类别



Length of Service on Board 出任本公司董事局的年期



Profile 背景



Board Diversity

We recognise the importance of ensuring an appropriate balance of skills, knowledge, experience and gender on the Board to our corporate governance. Our Board Members, while one of them is from the Government, with others come from various business fields, including IT, accounting and finance, commercial, building construction, surveying, town planning and academic, have both the breadth and depth of relevant experience to steer and oversee the business of the Company.

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. Biographical details of the Board Members are set out in the section "Board of Directors" in this Annual Report. The Company also maintains on its website (www.cyberport.hk) an updated list of its Board Members identifying their roles and functions.

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 management of the Company's business to the Executive Committee, and focuses its attention on providing overall strategic guidance to the Company on its business development, finance and oversight over corporate governance. These include strategic planning, financial and business performance, governance and risk management, as well as human resources and remuneration issues.

At the regular Board meetings, Management reports the Company's business to the Board, including the Company's operations, 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 sufficient information to make informed decisions for the benefit of the Company.

In addition to the regular financial and business performance reports submitted to the Board at its regular meetings, the Board also receives monthly financial and business updates with information on the Company's latest financial performance. Directors can therefore have a balanced and comprehensive assessment of the Company's performance, business operations, financial position and prospects throughout the year.

董事局成员多元化

我们深知力求董事局在技能、知识、经验和性别各方面均维持适当平衡，对企业管治极为重要。我们其中一名董事局成员来自政府，其余成员则来自不同的业务范畴，包括资讯科技、会计及金融、商业、建筑、测量、城市规划及学术界。各董事局成员均具有相关丰富经验和渊博知识，以督导和监督本公司的业务。

现有董事局成员的组合均衡，成员为来自不同业界的专业代表，包括资讯科技专家、商界行政人员、政府代表，以及其他行业的专业人士与领袖。各董事局成员的履历详情载列于本年报之“董事局”一节。本公司亦已于其网站(www.cyberport.hk)上载本公司的最新董事局成员名单，列明各董事担任的职务及职责。

董事局职能

董事局负责对本公司的业务和事务管理作出指导。董事局肩负起管理本公司的整体业务，并授权执行委员会管理本公司的事务，而董事局则专注就业务发展、财务范畴向本公司提供整体策略方针，同时负责监察企业管治，其中包括策略规划、财务及业务表现、管治及风险管理和人力资源及薪酬事宜。

在董事局常规会议上，管理层向董事局汇报本公司的业务状况，包括本公司的营运、项目进展、财务表现、法律事宜、企业管治、风险管理、人力资源、可持续发展、企业责任和前景展望。连同董事局会议的讨论，可确保董事局成员能概括了解本公司的业务状况，并获得充分资料，以作出符合本公司利益的知情决策。

除了在常规会议上向董事局提交的定期财务和业务表现报告外，董事局亦收取载有本公司最新财务表现资料的每月财务和业务更新。因此，董事可于年内对本公司的业绩表现、业务营运、财务状况和前景展望作出平衡和全面的评估。

All Board Members have access to the Management of the Company for obtaining necessary information, and the Company Secretary with a view to ensuring that Board procedures, and related rules and regulations are followed.

Induction for Board Members

Each newly appointed Board Member is given a comprehensive, formal and tailored induction programme so that they can discharge their responsibilities to the Company properly and effectively. The programme consists of meeting with the CEO and Management, briefings on the Company's operations and major developments, and visits to the Company's facilities. New Board Members are able to familiarise themselves with the Company's objectives, strategies, business, operations, internal controls, as well as the general and specific duties of directors.

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

Recognising that development is an ongoing process, Board Members were invited to attend forums and conferences on information technology in the year under review.

Board Proceedings

Board meetings are held regularly and no less than once every quarter. Additional Board or Committee meetings to consider specific matters can be convened when necessary. All Board Members have full and timely access to all relevant information about the Company and may take independent professional advice at the Company's expense, if necessary, in accordance with the approved procedures, so that they can discharge their duties and responsibilities as Board Members.

Schedule for the regular Board and Committee meetings in each year is made available to all Board Members before the end of the preceding calendar year. Further, notice of meetings will be given to the Board Members before each regular meeting.

Meeting agenda for regular meetings are set after consultation with the Chairman and CEO. Generally, the agenda together with relevant papers are sent to the Board Members at least five working days before the intended date of the meeting.

各董事局成员均可联络本公司的管理层以获取所需资料以及公司秘书以确保董事局之运作符合程序及相关规则和规例。

董事局成员就职

各新获委任的董事局成员均获提供全面、正式及特为其而设的就职计划，让他们能恰当和有效地向本公司履行职责。该计划包括与行政总裁和管理层会面、参加有关本公司营运与重要发展项目的简报会及参观本公司设施，使董事局新成员了解本公司的目标、策略、业务、营运、内部监控，以及董事的一般及特定职责。

此外，董事局全体成员于获委任时均获发一份《董事手册》，当中列载董事职责、道德操守、董事利益申报及董事委员会的职权范围。《董事手册》会因应这些范畴的最新发展不时作出更新。

我们深知发展必须持之以恒，故于回顾年度邀请董事局成员出席多个有关资讯科技的论坛及会议。

董事局议事程序

董事局定期召开会议，而每季不少于一次。董事局可视乎需要另行召开董事局会议或委员会会议，以审议特定事项。董事局全体成员均可全面及时取得有关本公司的所有相关资料。如有需要，董事局成员可按照已核准的程序，获取独立专业人士之意见，以履行董事局成员的职务及职责，有关费用由本公司支付。

每年的常规董事局及委员会会议之会期会于上一个公历年结束前通报董事局全体成员。此外，会议通告将于每次常规会议前提交予董事局成员。

常规会议的议程会于咨询主席及行政总裁后拟定。议程和相关文件一般在会议拟定日期前至少5个工作天提呈予董事局成员。

Board Members may attend the Board meetings in person or via telephone conference.

Matters to be resolved 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. The process of the Board is reviewed from time to time to keep abreast of regulatory changes and best corporate governance practices.

Board Meetings

During the year under review, the Board held four meetings with overall attendance of 90%.

Key matters considered/resolved:

- Cyberport expansion project under 2019/20 Budget Speech
- Strategic plan and objectives
- Annual plan and performance targets
- Mid-Year key performance indicators review
- Annual Report and Audited Financial Statements
- Management accounts and reports
- Internal control and significant policies
- Appointment and oversight of senior management
- Staff remuneration, pay structure and corporate performance assessment
- Annual pay review
- Performance assessment and variable pay for Management
- Transactions, arrangements and contracts of significance

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

Strategic Planning

The Board has continued to review the strategies of the Company to identify and assess the opportunities and challenges the Company may face, and to develop a planned course of action for the Company to generate and preserve long-term value.

The direction of Cyberport Three-Year Strategic Plan 2017/18-2019/20 was set in the Year 2016/17 so as to continue its public mission to drive Hong Kong's digital technology development. Progress of implementation of the key initiatives in the strategic plan is reported to and reviewed by the Board Members.

董事局成员可亲自或经电话会议出席董事局会议。

将于董事局会议表决之事宜均由获准投票的董事局成员以过半数作出议决，惟惯常情况是董事局根据共识作出决定。董事局会不时检讨运作模式，与时俱进，以配合规管变动及最佳企业管治实务。

董事局会议

于回顾年度内，董事局共召开了4次会议，整体出席率达90%。

经董事局审议/议决的主要事项：

- 2019/20预算案演辞中的数码港扩展计划
- 策略计划及目标
- 年度计划及表现目标
- 中期主要表现指标检讨
- 年报及经审核财务报表
- 管理账目及报告
- 内部监控及重要政策
- 委任及监督高级管理层
- 员工薪酬、薪酬结构及公司表现评估
- 年度薪酬检讨
- 管理层的表现评核及浮动薪酬
- 重大交易、安排及合约

除董事局会议之外，主席亦曾与董事局成员在管理层不列席的会议中商讨人力资源事宜。

策略规划

董事局持续检讨本公司的策略，从而识别及评估潜在机遇与挑战，并制定行动计划为本公司创造及维持长期价值。

本公司于2016/17年度制定数码港2017/18年度至2019/20年度三年策略计划的方向，以继续履行其公众使命，推动香港数码科技发展。策略计划内各项主要措施的实施进度须向董事局成员汇报并进行检讨。

Financial Reporting

The Board is responsible for the preparation of financial statements that give a true and fair view of the state of affairs of the Company and its subsidiaries (collectively referred to as the "Group"), and of the Group's result and cash flows for the year. The Board has prepared the financial statements on a going concern basis, and has adopted appropriate accounting policies and applied them consistently. Judgments and estimates have been made that are prudent and reasonable.

In support of the above, the financial statements presented to the Board have been reviewed by Management. 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 Group have been discussed and approved by the Audit Committee before adoption by the Group.

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

Further, in order to make a comprehensive assessment of the Group's performance, the Board has reviewed an annual plan during the year and the monthly reports on financial results and business performance.

Code of Conduct

The Company is a public body under the Prevention of Bribery Ordinance ("POBO"). Accordingly, Board Members are regarded as "public servants" for the purpose of POBO. The Company is fully committed to the principle of honesty, integrity and fair play in the delivery of products and services to the public.

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 care, skill and diligence to a standard at least commensurate with the standard established by the laws and regulations of Hong Kong.

财务汇报

董事局负责编制本公司及其附属公司(统称“本集团”)的财务报表，真实及公平地反映本集团于本年度之事务状况、经营业绩及现金流量。董事局按持续经营基准编制财务报表，并采纳合适的会计政策，并贯彻应用，所作各项判断和估计均属审慎合理。

为此，提交予董事局的财务报表均已由管理层审阅。管理层负责与外聘核数师完成查核事宜，并再呈交予审计委员会审定。

此外，所有新编制和经修订的会计准则和要求，以及本集团所采纳的会计政策变更，均已于本集团采纳前经审计委员会讨论及批准。

董事局成员确认其责任是确保本集团根据法定要求及适用会计准则编制年度财务报表。

此外，为全面评估本集团的表现，董事局已于年内审阅年度计划和有关财务业绩及业务表现的每月报告。

道德操守

本公司是一家受《防止贿赂条例》规管的公共机构。因此，董事局成员均被视为防止贿赂条例中的“公职人员”。本公司承诺在向公众提供产品及服务时，秉承诚实、正直和公平的原则。

董事局须就本公司的管理及业务营运承担共同责任。董事局成员须共同和个别地履行诚信责任及以应有的谨慎、技能和勤勉尽责的态度行事，而履行其责任时，至少须符合香港法规所确定的标准。

Delegating the functions of the Board is permissible but does not absolve Board Members 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, Board Members should 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 in Board and Committee meetings, and prepare for them by reviewing all materials provided by Management.

Board Members are required on their first appointment, on an annual basis, 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 as soon as they become aware of such interests. A Register of Directors' Interests is kept by the Company Secretary and is accessible by the Board Members.

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 material interests, if any, in any transaction, arrangement or contract or a proposed transaction, arrangement or contract with the Company) under the Companies Ordinance.

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 except with the approval of the Board/Committees. 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.

董事局成员可将董事局职能委派他人，但并不就此免除他们的相关责任；或如董事局成员仅透过参加正式会议了解本公司事务，并不免除他们所应承担的责任。董事局成员须积极关心本公司之事务，并对本公司业务有全面理解。

董事局成员应定期出席和积极参与董事局和委员会会议，并查阅管理层提供的所有资料，为会议做好准备工作。

董事局成员在首次获委任时、其后每年度和之后有需要时，均须申报与本公司业务运作有关或可能有关并属重大性质的任何利益。如发现过往申报的资料有任何更改或有任何新利益申报，董事局成员必须尽快通知公司秘书。董事利益申报登记册由公司秘书保存，并可供董事局成员查阅。

各董事局成员亦须根据《公司条例》遵守其持续披露义务(包括但不限于通知公司秘书其个人资料之变更及/或可能影响其独立性的情况，以及申报其于任何与本公司订立的交易、安排或合约或拟订立的交易、安排或合约中的重大利益(如有)的规定)。

除经董事局或委员会批准外，董事局成员不得就其在当中拥有权益及其知悉属重大性质的任何合约、交易、安排或任何其他建议议案进行投票。就此而言，与董事局成员(包括其任何联系人士)有关连的人士之利益均视作董事局成员本身的利益。在董事局会议过程中，董事局成员如不获准对某项决议案作出投票，则该成员并不计算在该项决议案的相关会议部分的法定人数内，惟该成员仍可计算在该次会议所有其他部分的法定人数内。这种做法可减少本公司业务与个别董事局成员的其他利益或任命之间可能产生的冲突。

Board Committees

The Board has five standing Committees, namely, the Executive Committee, Audit Committee, Entrepreneurship Committee, Macro Fund Investment Committee and Remuneration Committee, to assist it in carrying its responsibilities.

Each of these Committees has specific written terms of reference, which set out in detail their respective authorities and responsibilities. The terms of reference of all Board Committees are reviewed from time to time in the light of the Company's evolving operational, business and development needs.

All Committees are accountable to the Board for their recommendations and decisions. The meeting processes of the Board Committees follow closely those of the Board. The interface between the Board and Board Committees are:

- All Board Members may attend any Committee meetings as observers
- Board Members are free to access the papers of any Committee meetings through the Company Secretary
- Full minutes of Committee meetings are sent to Board Members for information
- The following sets out details of the Board Committees, their memberships (as of 31 July 2019), principal duties and key matters considered or resolved during the year.

董事委员会

董事局辖下设有5个常务委员会，分别为执行委员会、审计委员会、企业发展委员会、数码港投资创业基金委员会及薪酬委员会，以协助董事局履行其职责。

各个委员会均以书面具体订明其职权范围，详细阐明其各自的权力及职责。因应本公司不断变化的业务经营和发展需要，所有董事委员会的职权范围将不时作出检讨。

所有委员会须对其建议及决策向董事局负责。董事委员会的会议流程均严格按照董事局的规则进行。董事局及其辖下各委员会之间的连系如下：

- 董事局全体成员均可以观察员身分，出席任何委员会会议
- 董事局成员可向公司秘书查阅任何委员会会议的文件
- 各委员会会议的完整会议记录均须送交董事局成员，以供参考
- 各董事委员会之详细资料、成员名单(截至2019年7月31日)、主要职责及年内审议或决议的主要事项载列如下。

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: Dr Lee George LAM

Members: Mr Duncan CHIU
Mr Humphrey CHOI Chor-ching
Ms Annie CHOI Suk-han
Mr LAU Chun-kong
Professor LING Kar-kan

Meetings: Excom convened three meetings during the year with 75% attendance.

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 Company's business and affairs
- Help coordinate the activities among Board Committees
- Review and approve the Company's policies
- Oversee the Annual Budget
- Review and approve the investment strategies of the Company
- 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:

- Development of Cyberport
- Mid-Year Review
- Monthly management accounts and reports
- Company's policies
- Leasing strategy
- Investment strategies and performance of the Company's investment portfolio
- Strategic cooperative agreements
- Material tenders, programmes, projects and contracts

执行委员会

执行委员会负责监察本公司的表现，确保本公司的营运方式与企业目标一致，并符合经由董事局审批的年度财政预算及业务计划。

成员名单： 6名

主席：林家礼博士

成员：邱达根先生
蔡楚清先生
蔡淑娴女士
刘振江先生
凌嘉勤教授

会议： 执行委员会于年内共召开了3次会议，出席率达75%。

主要职责：

- 在董事局举行常规会议以外的时间，履行董事局的职能和责任
- 辅助董事局主席领导及监督本公司的业务和事务
- 协调各董事委员会之间的工作
- 检讨及审核本公司之政策
- 监督年度财政预算
- 检讨及审核本公司之投资策略
- 监察本公司策略计划的执行情况及本公司所有业务单位之运作
- 为执行和实施经核准的业务计划及企业发展策略而计划和分配人力、财务和其他资源

经审议/议决的主要事项：

- 数码港之发展
- 中期检讨
- 每月管理账目及报告
- 公司政策
- 租赁策略
- 投资策略及本公司投资组合之表现
- 策略合作协议
- 重大招标项目、计划、项目和合约

Audit Committee

The Audit Committee ("AC") is responsible for overseeing and reviewing the effectiveness of the Company's internal control, risk management system, regulatory compliance, and the Company's internal audit function. It is responsible for overseeing the integrity of the Group's financial statements and the application of financial reporting principles, and the Company's relationship with the external and internal auditors and their independence assessments.

Membership: Seven members

Chairman: Mr Humphrey CHOI Chor-ching

Members: Professor Karen CHAN Ka-yin
Mr Duncan CHIU
Mr Davey CHUNG (*government representative*)
Mr LAU Chun-kong
Mr Victor NG Chi-keung
Ms Rosana WONG Wai-man

Meetings: AC convened two meetings during the year with 80% attendance.

Principal duties:

- Review financial statements
- 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

Key matters considered/resolved:

- Annual Audited Financial Statements
- External Auditor's Report, objectivity and effectiveness of audit process
- Revised and prospective changes to accounting standards
- Annual corporate governance, risk management and internal control review
- Annual internal audit programme
- Internal policies and procedures on Cyberport Macro Fund investment, payment authorisation, and business travel

审计委员会

审计委员会负责监察及检讨本公司内部监控、风险管理制度、遵守规管要求及本公司内部审计功能之成效，亦负责监察本集团财务报表之完整性、财务汇报原则之应用及本公司与外聘核数师及内部审计师之关系及评估彼等之独立性。

成员名单： 7名

主席：蔡楚清先生

成员：陈嘉贤教授
邱达根先生
锺沛康先生(政府代表)
刘振江先生
伍志强先生
黄慧敏女士

会议： 审计委员会于年内共召开了2次会议，出席率达80%。

主要职责：

- 审阅财务报表
- 就外聘核数师的委任提出建议，并审核其薪酬及聘用条款，以及监督本公司与外聘核数师的关系
- 检讨会计政策
- 监督内部监控、财务监控、风险管理制度及内部审计功能
- 汇报有关企业管治实务的事宜

经审议/议决的主要事项：

- 年度经审核财务报表
- 外聘核数师报告、审计过程的客观性及有效性
- 经修订及拟作修订的会计准则
- 年度企业管治、风险管理和内部监控检讨
- 年度内部审计计划
- 有关“数码港投资创业基金”投资、付款授权及商务旅游之内部政策和程序

Entrepreneurship Committee

The Entrepreneurship Committee ("EC") is responsible for overseeing the administration and management of the start-up and entrepreneurship programmes and events implemented by the Company, such as the Cyberport Incubation Programme ("CIP"), the Cyberport Creative Micro Fund ("CCMF") and the Cyberport Accelerator Support Programme.

Membership:	Seven members
Chairman:	Professor Philip CHAN Ching-ho
Members:	Mr Davey CHUNG (<i>government representative</i>) Professor LING Kar-kan Dr Charleston SIN Chiu-shun Mr Hendrick SIN Ms Rosana WONG Wai-man Mr Eric YEUNG Chuen-sing
Meetings:	EC convened five meetings during the year with 90% attendance.

Principal duties:

- Oversee the administration and management of the start-up and entrepreneurship programmes and events implemented by the Company
- Monitor and review the operational or financial plans and proposals, administrative matters, business directions and strategies in relation to the following three aspects:
 - Sparkling creative ideas through the CCMF Scheme
 - Nurturing tech start-ups through the CIP
 - Boosting tech start-ups' fundraising capability
- Approve the appointment and composition of the Entrepreneurship Committee Advisory Group ("ECAG") which comprises venture capitalists, business executives, tech industry professionals, academics, and trade association members
- Approve applications for the start-up and entrepreneurship programmes of the Company
- Monitor and review the progress of the start-ups of the programmes

Key matters considered/resolved:

- Overseas/Mainland Market Development Support Scheme
- Cyberport Accelerator Support Programme
- Esports and Digital Entertainment Programmes
- Technology Talent Admission Scheme
- Cyberport University Partnership Programme
- CIP
- CCMF
- Cyberport Guangdong-Hong Kong Young Entrepreneur Programme

企业发展委员会

企业发展委员会负责监察由本公司所推行各项初创企业及企业发展计划及活动之行政及管理事宜，包括“数码港培育计划”、“数码港创意微型基金”及“数码港加速器支援计划”。

成员名单:	7名
主席:	陈正豪教授
成员:	锺沛康先生(<i>政府代表</i>) 凌嘉勤教授 冼超舜博士 冼汉迪先生 黄慧敏女士 杨全盛先生
会议:	企业发展委员会于年内共召开了5次会议，出席率达90%。

主要职责:

- 监察由本公司所推行的各项初创企业及企业发展计划及活动之行政及管理事宜
- 监察及检讨有关以下3大范畴之业务或财务计划及建议书、行政事宜、业务方向及策略:
 - 透过“数码港创意微型基金”激发创意
 - 透过“数码港培育计划”扶植科技初创企业
 - 促进科技初创企业募集资金能力
- 审批企业发展顾问团的组成及成员委任，其成员包括创投资本家、商界行政人员、科技界专业人士、学者及贸易商会成员
- 审批本公司各项初创企业及企业发展计划的申请
- 监察及检讨参与计划的初创企业发展进度

经审议/议决的主要事项:

- “海外及内地市场推广计划”
- “数码港加速器支援计划”
- 有关电竞及数码娱乐计划
- “科技人才入境计划”
- “数码港•大学合作伙伴计划”
- “数码港培育计划”
- “数码港创意微型基金”
- “数码港粤港青年创业计划”

Macro Fund Investment Committee

The Macro Fund Investment Committee ("MFIC") is responsible for overseeing the administration, management and overall performance of the Cyberport Macro Fund ("CMF") and approval of the CMF related investments. The CMF, with an initial size of HK\$200 million, aims to provide seed to Series A stage funding to Cyberport digital entrepreneurs ("DE") to assist them to accelerate, and to promote the development of the venture capital ecosystem for DE in Hong Kong. The CMF is an investment fund which targets to co-invest with other private and public investors in the Cyberport DE.

Membership:	Six members
Chairman:	Dr Lee George LAM
Members:	Mr Davey CHUNG (<i>government representative</i>) Mr Andrew KUET Shun-cheong (<i>external member</i>) Mr Victor NG Chi-keung Mr Hendrick SIN Ms Jeny YEUNG Mei-chun (<i>external member</i>)
Meetings:	MFIC convened three meetings during the year with 80% attendance.

Principal duties:

- Review and approve CMF related investments recommendations from Management
- Oversee administration, management and overall performance of the CMF
- Monitor and advise on the operation of the CMF

Key matters considered/resolved:

- CMF policy and investment portfolio
- CMF applications

数码港投资创业基金委员会

数码港投资创业基金委员会负责监督“数码港投资创业基金”的行政、管理和整体表现，以及批准“数码港投资创业基金”相关投资。“数码港投资创业基金”的初始投资额为2亿港元，向数码港数码科技创业家（“数码科技创业家”）提供种子项目投资以至A轮融资，协助公司业务飞跃发展；并推动香港创业投资生态的发展，为数码科技创业家进一步开拓创业空间。“数码港投资创业基金”是一项投资基金，旨在与其他私人及公众投资者共同投资数码港的数码科技创业家。

成员名单:	6名
主席:	林家礼博士
成员:	锺沛康先生(<i>政府代表</i>) 阙顺昌先生(<i>外部成员</i>) 伍志强先生 冼汉迪先生 杨美珍女士(<i>外部成员</i>)
会议:	数码港投资创业基金委员会于年内共召开了3次会议，出席率达80%。

主要职责:

- 检讨及审核管理层所提出“数码港投资创业基金”相关投资建议
- 监督“数码港投资创业基金”的行政、管理和整体表现
- 监察“数码港投资创业基金”的运作并就此提供意见

经审议/议决的主要事项:

- “数码港投资创业基金”的政策及投资组合
- “数码港投资创业基金”的申请

Remuneration Committee

The Remuneration Committee ("RC") is responsible for making recommendations to the Board on organisational structure and policies on staffing, remuneration, employment, discipline and dismissal, with reference to the Company's overall goals and objectives.

Membership:	Seven members
Chairman:	Mr Duncan CHIU
Members:	Professor Karen CHAN Ka-yin Mr Humphrey CHOI Chor-ching Ms Annie CHOI Suk-han Mr LAU Chun-kong Dr Charleston SIN Chiu-shun Mr Eric YEUNG Chuen-sing
Meetings:	RC convened three meetings during the year with 93% attendance.

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 pay 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
- Review the performance of the C-levels management of the Company, with reference to the Board's approved Key Performance Indicators ("KPIs") and objectives

Key matters considered/resolved:

- Annual review of staff remuneration
- Annual corporate performance assessment and award of variable pay for staff
- Corporate goals and performance measurements
- 2017/18 Performance review of C-levels management and their variable pay
- Comprehensive Review on Organisation Staffing and Pay Structure of the Company
- Staff engagement and retention

薪酬委员会

薪酬委员会负责按照本公司的整体目标及宗旨，就企业架构以及有关员工编制、薪酬福利、员工招聘、纪律及解雇方面的政策向董事局提出建议。

成员名单:	7名
主席:	邱达根先生
成员:	陈嘉贤教授 蔡楚清先生 蔡淑娴女士 刘振江先生 冼超舜博士 杨全盛先生
会议:	薪酬委员会于年内共召开了3次会议，出席率达93%。

主要职责:

- 检讨员工编制、薪酬福利和招聘政策及策略
- 就与员工相关的事宜向董事局提出意见，其中包括年度企业目标、表现衡量方法、职级及薪酬结构、浮动薪酬及退休福利计划
- 检讨员工表现的评估准则，并向董事局提出建议
- 审核高层管理人员和一般职员的加薪和年度表现奖金花红，并向董事局提出建议
- 按照由董事局批准的主要表现指标及目标，就本公司高级管理层的表现作出检讨

经审议/议决的主要事项:

- 员工薪酬福利的年度检讨
- 年度企业表现评估和员工浮动薪酬
- 企业目标及表现衡量方法
- 就高级管理层于2017/18年度的表现及其浮动薪酬进行检讨
- 本公司架构、员工及薪酬之综合检讨
- 员工参与及留聘

Meeting Attendance

(1 April 2018 to 31 March 2019)

Types of meetings 会议类型		Board 董事局	Excom 执行委员会	AC 审计委员会	EC 企业发展委员会	MFIC	RC 薪酬委员会
						数码港 投资创业基金委员会	
Board Members	董事局成员						
Lee George LAM (<i>Chairman</i>)	林家礼(<i>主席</i>)	4/4	3/3	-	-	3/3	-
Philip CHAN	陈正豪	3/4	-	-	5/5	-	-
Karen CHAN	陈嘉贤	3/4	-	1/2 ⁽⁴⁾	-	-	2/2 ⁽⁴⁾
CHEUK Wing-hing (including attendance by alternate)	卓永兴(包括其替任董事之出席次数)	4/4	3/3	-	-	-	3/3
Duncan CHIU	邱达根	4/4	0/3	2/2	-	-	3/3
Humphrey CHOI	蔡楚清	4/4	3/3	2/2	-	-	3/3
LAU Chun-kong	刘振江	4/4	2/2 ⁽²⁾	2/2	-	-	2/3
Edwin LEE ⁽¹⁾	李根兴 ⁽¹⁾	2/4	1/3	-	1/5	3/3	-
Gregg LI ⁽¹⁾	李嘉乐 ⁽¹⁾	3/4	-	-	2/5	-	1/3
LING Kar-kan	凌嘉勤	4/4	1/2 ⁽³⁾	-	4/5	-	-
Hendrick SIN	冼汉迪	3/4	-	-	3/3 ⁽⁵⁾	1/2 ⁽⁵⁾	-
Rosana WONG	黄慧敏	3/4	-	1/2 ⁽⁶⁾	4/5	-	-

Notes:

- Dr Edwin LEE and Dr Gregg LI retired as Board members and ceased to be the respective Board Committees members with effect from 31 March 2019.
- Mr LAU Chun-kong was appointed as Excom member with effect from 22 June 2018.
- Professor LING Kar-kan was appointed as Excom member with effect from 22 June 2018.
- Professor Karen CHAN was appointed as AC member and RC member both with effect from 22 June 2018.
- Mr Hendrick SIN was appointed as EC member and MFIC member both with effect from 22 June 2018.
- Ms Rosana WONG was appointed as AC member with effect from 22 June 2018.

附注:

- 李根兴博士及李嘉乐博士已于2019年3月31日起退任董事局成员，并不再担任彼等各自之董事委员会委员。
- 刘振江先生于2018年6月22日获委任为执行委员会委员。
- 凌嘉勤教授于2018年6月22日获委任为执行委员会委员。
- 陈嘉贤教授于2018年6月22日获委任为审计委员会委员及薪酬委员会委员。
- 冼汉迪先生于2018年6月22日获委任为企业发展委员会委员及数码港投资创业基金委员会委员。
- 黄慧敏女士于2018年6月22日获委任为审计委员会委员。

Meeting Procedure

The Board and Committees 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 members adequate information in a timely manner to facilitate their deliberation of the issues and decision-making. The respective Board/Committee 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 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. The performance of Management is reviewed with reference to the KPIs and objectives approved by the Board. The annual emoluments of the Company's five highest paid employees by band are disclosed under note 8 to the consolidated financial statements on page 145.

Guidance on the ethical behaviour 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.

会议程序

董事局及各个委员会均定期举行会议，并于有需要时召开特别会议。在相关会议举行前，管理层将会议文件送呈有关成员，及时向他们提供充足资料，以助审议事项及作出决策。相关董事局/委员会秘书负责记录会议之讨论重点、推荐建议、议决及跟进事宜。相关部门须负责跟进处理，并于往后的董事局/委员会会议上汇报进度。

管理层及员工

本公司管理层及员工在行政总裁领导下，负责管理本公司的日常运作，以及执行由董事局制定的策略及发展方向。本公司参考经董事局批准之主要表现指标及目标检讨管理层表现。本公司5名最高薪员工的每年薪酬等级已于第145页的综合财务报表附注8中披露。

本公司之道德行为指引已于本公司的《雇员纪律守则及道德操守》(《守则》)内详细列明。《守则》内容涵盖防止贿赂、利益冲突、接受馈赠及利益、处理机密资料及保密、知识产权以及职外业务或雇用等多个范畴，而本公司将不时检讨《守则》内容并作出相应调整。此外，本公司定期邀请廉政公署派员向员工讲解有关防止贿赂及利益冲突等问题，并不时提醒员工务必遵守《守则》的规定。

Internal Control and Risk Management

The Board is responsible for internal control of the Company and for reviewing its effectiveness. The Company's internal control system comprises a set of comprehensive policies and standards.

The Company aims to maintain a high standard of corporate governance and enhance transparency and accountability. The external and internal audit systems are instrumental in this mission.

External Audit

Ernst & Young was appointed as the Group's external auditor to conduct the audit of its financial statements. The Audit Committee is responsible for making recommendations to the Board on the appointment, re-appointment, removal and remuneration of the external auditor.

The main purpose of the external audit is to provide independent assurance to the Board and shareholders that the annual financial statements of the Group 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.

For the year ended 31 March 2019, Ernst & Young provided the non-audit services of HK\$8,000 (2018: HK\$148,000).

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 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.

内部监控及风险管理

董事局负责本公司的内部监控及其成效检讨。本公司的内部监控系统包含全面的政策及准则。

本公司恪守企业管治最高水平，致力提高机构的透明度及问责性，而外部和内部审计系统正可落实这宗旨。

外部审计

安永会计师事务所获委任为本集团之外聘核数师，负责审计其财务报表。审计委员会负责就委任、续聘、罢免以及订定外聘核数师酬金向董事局提出建议。

实行外部审计的主要目的是向董事局及股东作出独立的保证，确保本集团之年度财务报表已中肯地呈列。外聘核数师担当重要的独立角色，根据其审计结果对财务报表发表意见，并在展开审计工作前按需要与审计委员会举行会议，讨论审计性质及范围，并就审计结果作出汇报。外聘核数师亦会提出于审计过程中发现的内部监控建议，并汇报管理层所作之回应(如有)。

安永会计师事务所于截至2019年3月31日止年度就提供非审计服务的费用总额为8,000港元(2018年: 148,000港元)。

内部审计

内部审计主要负责检讨内部监控程序是否足够及具有成效，并监察员工是否依循相关程序执行。本公司将内部审计职能外判予一家独立专业咨询公司，藉以监察本公司的内部管治，并为董事局提供评估管理层所建立及执行风险管理及内部监控系统的基础。

Audit Committee

The Audit Committee assists the Board in meeting its responsibilities for ensuring effective systems of internal control and compliance relating to financial reporting, and in meeting its financial reporting obligations.

Further, 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 by the Audit Committee in advance. Each year, the Audit Committee reviews the results of the internal audit and evaluates the impact of the findings and the proposed management action plans, and verifies the adequacy and effectiveness of the mitigating controls.

Delegation of Authority

The authority of the Board and the levels of authority delegated to the Committees and Management is clearly defined and documented in the Delegation of Authority Policy. Such delegation of authority is reviewed on a regular basis to ensure that it meets the business and operational needs.

Avoidance of Conflicts of Interest

The Company has established policies and procedures to manage actual or potential conflicts of interest of its staff. Staff working in sensitive areas are required to adhere to job-specific rules on the avoidance of conflicts of interest in carrying out their duties.

Whistleblowing Policy

The Company has a formal whistleblowing policy in place to encourage and guide its staff to raise serious concerns internally in a responsible manner, without any risk of retribution. The Company also encourages other stakeholders to raise concerns, in confidence, about suspected misconduct, malpractice or irregularities in any matters related to the Company.

审计委员会

审计委员会协助董事局履行其职责，确保与财务汇报相关之内部监控和合规制度能有效地运作，并履行其财务汇报责任。

此外，内部审计师之工作由审计委员会直接监督。内部审计师就本公司的财务、业务运作和各业务单位的运作及活动中较高风险的部分进行独立审计。内部审计方案须先经审计委员会审阅及同意。审计委员会每年审阅内部审计结果，评估其对本公司的影响及管理建议之应对方案，并评核减少风险的控制措施是否足够及具有成效。

授权制度

董事局的职权及其授予委员会及管理层的职权已清晰界定，并列载于授权政策。本公司定期检讨授权制度，以确保配合业务及运作需要。

避免利益冲突

本公司订有政策及程序以监管员工的实际或潜在的利益冲突。负责敏感范畴的员工于履行职务时，须遵守与特定工作相关的避免利益冲突守则。

举报政策

本公司备有正式的举报政策，鼓励及指导员工以负责任的态度向内部提出认真关注的事宜，而不会遭事后追究。其他持分者若发现与本公司有关的任何怀疑失当、舞弊或违规行为，本公司亦鼓励其在保密情况下提出意见。

Transparency

The Company reports annually to the Information Technology and Broadcasting Panel of the Legislative Council regarding the work of Cyberport in nurturing the Information and Communications Technology Ecosystem in Hong Kong, including its financial performance.

To enhance transparency and openness, the Company voluntarily discloses its compliance with the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The individual attendance records of Members at the Board and Committee meetings is also reported on page 83.

With a view to maintain 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-newsletters, 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 Company also makes use of social media such as Facebook, LinkedIn and Twitter for promotions and information dissemination.

Corporate Governance Practices

Although the Company is not required to comply with the CG Code, we have applied its principles and voluntarily complied with the code provisions therein generally except for those as set out below:

	Code Provisions 守则条文	Reason for Deviation 偏离原因
A.4.1	Non-executive directors should be appointed for a specific term, subject to re-election.	This provision is not applicable to the Company. Directors are appointed generally for a term of two years or a term as specified in the appointment letter. Directors are not subject to re-election but may be re-appointed by the shareholders.
	非执行董事应按指定任期获委任，并可膺选连任。	这项条文不适用于本公司。董事的任期一般为两年或根据委任函的指定任期。董事无须按膺选连任，但可由股东重新委任。

透明度

本公司每年均向立法会资讯科技及广播事务委员会汇报数码港在营造香港的资讯及通讯科技生态系统方面的工作进展，当中包括本公司的财政业绩。

为提高透明度及公开程度，本公司主动披露遵守香港联合交易所有限公司证券上市规则附录14所载之《企业管治守则》情况。

董事局及辖下委员会各成员的会议出席记录亦详列于第83页。

本公司致力与外界持份者保持公开透明的沟通桥梁，持续利用广泛渠道和工具与社群联系，包括透过本公司的官方网站、每月电子通讯、新闻发布会和采访活动等发放消息，而本公司同时积极参与各式各样的本地及海外展览和会议，与外界保持紧密接触。本公司透过网站刊载年报，并发放各项计划和公司服务的资料，方便公众查阅。本公司亦利用Facebook、LinkedIn及Twitter等社交媒体进行推广及发放资讯。

企业管治措施

尽管本公司毋须遵行《企业管治守则》，但我们已将守则条文的原则付诸实行，并主动遵行守则条文的一般规定，惟以下除外：

Code Provisions 守则条文	Reason for Deviation 偏离原因
A.4.2 to A.4.3 These code provisions deal with the appointment of directors to fill a casual vacancy, appointment of independent non-executive directors and retirement by rotation of directors. 这些守则条文与委任董事以填补临时空缺、委任独立非执行董事，以及董事的轮值退任有关。	These provisions are not applicable to the Company. Pursuant to the Company's Articles of Association, Directors are appointed by shareholders. 这些条文不适用于本公司。根据本公司之《章程细则》，董事由股东委任。
A.5.1 to A.5.5 These code provisions deal with the nomination committee. 这些守则条文与提名委员会有关。	These provisions are not applicable to the Company since Directors are appointed by the shareholders. 这些条文不适用于本公司，因董事均由股东委任。
A.6.4 Directors must comply with obligations under the Model Code for Securities Transactions and the Board should establish guidelines for relevant employees in respect of their dealings in the securities of the Company. 董事必须遵守进行证券交易的《标准守则》，而董事局亦应就相关雇员买卖公司证券事宜设定指引。	This provision is not applicable because all of the Company's shares are beneficially owned by the HKSAR Government and are not publicly traded. 这项条文不适用于本公司，因本公司所有股份均由香港特区政府拥有，并不作公开买卖。
B.1.2 The Remuneration Committee should make recommendation to the Board on policy and package for all remuneration of directors. 薪酬委员会须就所有董事局成员的薪酬政策及待遇向董事局提出建议。	This provision is not applicable to the Company because Board Members do not receive any remuneration. 这项条文不适用于本公司，因董事局成员并不收取任何薪酬。

Code Provisions 守则条文	Reason for Deviation 偏离原因
C.3.5 This code provision deals with the reporting requirement in the Corporate Governance Report regarding different views between the Board and the Audit Committee on external auditor. 此守则条文涉及有关董事局和审计委员会对外聘核数师持不同意见时，在企业管治报告上的报告要求。	This provision is not applicable to the Company because there is no disagreement between the Board and the Audit Committee in this respect so far. 这项条文不适用于本公司，因迄今董事局及审计委员会之间不曾在这方面持不同意见。
E.1.1 to E.1.5 & E.2.1 These code provisions deal with the proceedings for annual general meetings. 这些守则条文与股东周年大会的程序有关。	These provisions are not applicable to the Company as the Company is wholly owned by the HKSAR Government via The Financial Secretary Incorporated and Resolutions in Writing in lieu of annual general meetings is adopted. 这些条文不适用于本公司，因为本公司是由香港特区政府透过财政司司长法团全资拥有。另外，本公司之股东周年大会是采用书面决议案形式替代。
Continuing Evolution of Corporate Governance	
We will continue to review and, where appropriate, enhance our corporate governance practices in light of the regulatory requirements.	不断演进的企业管治 我们将会继续就本公司的企业管治实务进行检查，亦会因应监管要求适时作出改进。