# **Sustainable Development**

持續發展





# CORPORATE SOCIAL RESPONSIBILITY 企業社會責任

Cyberport's goal is to become an ICT hub for the Asia-Pacific region. In keeping with this mission, we also strive to be a responsible contributor to society. From a personal investment in our local community and our staff's well-being, to big picture efforts toward environmental protection and sustainable development, Cyberport is committed to taking an active role in promoting positive social enhancement.

數碼港的長遠目標是成為亞太區ICT業界的領先樞紐,而我們在發展過程中不忘貢獻社群,主動承擔社會責任,從個人的在職培訓、整體員工的福利到社會的環保事業及可持續發展,我們均積極投放資源,樂於擔當推動社會進步的主導角色。

#### CARE FOR THE ENVIRONMENT

Cyberport has been active in implementing its environmental sustainability commitment, and throughout the year has taken part in and organized a range of environmentally friendly initiatives.

#### **Going Green on Campus**

Many features of Cyberport's structure were designed with energy efficiency in mind, such as the lighting choices, intelligent lifts and escalators, and grey water recycling system. Operational initiatives like keeping the Arcade between 24-26°C during summer months, and the campus' assorted waste recycling programmes, converting food waste into fertilizer, cooking oil into bio-diesel, and so forth, have also contributed to the effort. In 2012, the campus will carry out an energy audit to review current energy consumption and review the efficacy of these projects.

#### 推動環保

數碼港鼎力支持環保事業,我們在過去一年積極參加及舉辦一系列環保活動,為締 造綠色生活出一分力。

#### 園區環保措施

數碼港的建築設計注重提升能源效益,包括選用環保照明系統、節能升降機及扶手電梯、污水循環再用系統等。在日常運作上,數碼港亦推行多種環保節能的措施,例如將數碼港商場的夏天室溫保持在攝氏24至26度之間,並在園區推行廢物分成肥料及生化柴油等,達致循環再用的目標。在2012年數碼港將針對園區進行能源審核,評估目前的耗電量,並檢討以上各項環保措施的成效。





#### **Green Roofing Initiatives**

Green roofing currently covers 875 m<sup>2</sup> of Cyberport 3's Core A and B office buildings. In addition to improving the aesthetics of the building and its surrounding environment, green roofing enhances energy conservation and rainwater retention efforts, particularly during the summer. It is durable, low maintenance, cost-efficient and highly sustainable.

#### **Renewable Energy**

As part of its commitment toward sustainability and using renewable energy sources in its daily operations, Cyberport has installed 10 Power Predictors at various locations on the campus. These specialized gauges collect and measure environmental data to assess the feasibility of using solar panels and wind turbines on site to generate energy. Cyberport is the only site in Hong Kong using 10 Power Predictors in a single site for a comprehensive energy assessment.

#### Joined Earth Partner of Friends of the Earth

With the aid of Earth Partner, a corporate environmental programme designed to educate and raise awareness, Cyberport worked on reducing its environmental impact and reinforcing a 'green' mindset among management and staff. Cyberport participated in the Power Smart energy conservation contest, the Conscientious Recycling Charter, and programmes to reduce electronic waste and recycle cooking oil.

#### 天台綠化行動

現時,數碼港3座A區及B區辦公室大樓 共建有875平方米面積的綠化天台。綠化 天台不但可以美化大樓及周邊環境,更能 在夏季發揮節約能源及收集雨水的效用, 既經濟耐用,又毋須經常維修,充分體現 可持續發展的環保精神。

#### 可再生能源

為支持可持續發展的原則,並在日常運作中使用再生能源,數碼港在園區多個地點安裝共十部能源測量儀(Power Predictor),以收集周邊環境數據並作出計算,從而評估在園區內採用太陽能及風力發電的可行性。目前,數碼港是全港唯一使用十部能源測量儀作全面能源評估的地點。

#### 參加地球之友「Earth Partner」 計劃

透過參與致力推廣企業環保觀念的「Earth Partner」計劃,數碼港採取一系列措施以減少環境污染,並成功加強管理層以致基層員工的環保意識。此外,數碼港亦參加了「知慳惜電」節能比賽、「良心回收約章」計劃等多個環保活動,藉此推廣減少電子廢物及食用油循環再用等觀念。



#### CORPORATE SOCIAL RESPONSIBILITY 企業社會責任

# **Supported the Hong Kong Save the Sharks Campaign**

Cyberport co-organized and hosted an event promoting global marine conservation, featuring internationally renowned oceanographers, international and local experts and celebrities, and 1000 children all pledging to abstain from eating shark fins. To spread the word and raise awareness, a photography exhibition entitled "Beauty of the Sharks" was also showcased in Cyberport and a number of Hong Kong malls in the summer of 2011.





的關注。

支持保護鯊魚運動

數碼港協辦了全球性海洋保育推廣活動

「保護鯊魚運動」,並為活動提供舉辦場

地。國際知名的海洋學家、本地及海外專

家、城中名人以及1,000名小童,共同於

活動中作出拒吃魚翅的承諾。為宣揚保護

海洋的訊息,大會更於2011年夏季在數

碼港及多個本地商場,舉行以「鯊之美態」

為主題的相片展覽,喚醒公眾對海洋保育

#### **CARE FOR THE COMMUNITY**

#### **Community Visits**

Cyberport organized over 78 student and community visits throughout the year, giving more than 3,500 visitors an insight into the ways in which technology could improve their daily lives. Guests included students from local schools, universities and overseas colleges, members of the community, elderly citizens and members of non-profit organizations and associations in Hong Kong. To enrich the visiting experiences, Cyberport also arranged hands-on trainings and talks for the youngsters and community members.

#### **Community Activities**

Our commitment to local communities shone this year through our participation and support in many community activities and campaigns, such as the Drug Prevention - Embrace a Healthy Life Campaign; Digital Solitary Fund City Dash; Charity Walk for the Aged Happiness; CyberRun for Rehab 2011 and Walking on Air for Playright 2012.

### 關懷社群

#### 社區團體到訪

在過去一年間,數碼港舉行了超過78個學生及社區團體參觀數碼港的活動,為3,500多名探訪者就如何善用科技改善大眾生活帶來靈感。社區探訪的參加者來自社會各個階層,包括本地學生、大專院校及海外大學的學生、社區人士、長者以及本港非牟利機構。數碼港亦為到訪的青少年及社區成員安排實用訓練及講座,讓到訪活動更充實。

#### 社區服務活動

年內,數碼港參加及支持了多個社區公益活動,包括「預防吸毒·擁抱健康」活動、「數碼公益城縱行」、「福樂共襄善步行」、「健康萬步數碼港2011」及「智樂快樂行2012」,以行動證明出我們致力服務社群的決心。



#### **Awarded as Caring Company**

In recognition of our commitment to the community, Cyberport has been awarded the Hong Kong Caring Company logo for two consecutive years. Cyberport's commitment is clearly demonstrated through charitable donations, technical support and services to the disadvantaged, and charity events, as well as its concern for the health and well-being of its own employees.

#### 獲頒「商界展關懷 | 標誌

數碼港連續兩年獲香港社會服務聯會頒發 「商界展關懷」榮譽標誌,表揚我們為本 地社群所作出的貢獻。數碼港為弱勢社群 提供捐款、技術支援及各種服務,積極參 與多個慈善活動,並時刻關注員工的健康 福利,體現出我們對社會的關懷與承擔。





#### CARE FOR THE STAFF

At the heart of Cyberport's approach to staff development is our focus on maintaining a culture of mutual respect and open communication. This goes beyond team briefings and departmental meetings to keep our colleagues informed on projects and initiatives, and embraces Cyberport's information-sharing mission from the ground up.

We value our staff as our most important resource and invest in on-going training and development in order to help them to exhibit their full potential. Through internal and external training courses we help our staff hone their technical skills and managerial talents, refine their language skills and stay up to date on compliance training.

We value our employees, and we convey that through competitive remuneration and benefits packages well-aligned with the local market. More than that, we value our employees' well-being, and strive to ensure a happy, healthy work-life balance for our staff. As we look to the future, we will continue to enhance the value of our people by investing in staff's development and capabilities enhancement, for their personal growth and further advancement.

#### 關愛員工

除了透過工作團隊及部門會議,加強各部門之間的資訊交流,讓所有員工緊貼數碼港各項計劃及措施的最新動向外,數碼港鼓勵員工互相尊重,提倡開明的溝通方式,全面貫徹我們資訊互通的管理方針。

優秀員工是數碼港最寶貴的資產,因此我們非常重視員工的在職培訓和發展,不時為員工安排一系列培訓,包括公司內部培訓和聘請專家提供指導,協助他們學習專業技術、掌握管理技巧和提升語文能力,並認識最新的業界守則,從而自我增值,展現最大潛力。

為體現我們重視員工的原則,我們按照現時的市場標準,提供具競爭力的薪酬和福利,並鼓勵員工注重工作休息平衡,致力為他們提供一個健康愉快的工作環境。展望未來,我們將繼續投放資源為員工增值,協助他們全面發展才能,在事業上不斷提升和進步。

#### CORPORATE SOCIAL RESPONSIBILITY 企業社會責任

## Words from our beneficiary 受惠機構的話

"We are deeply grateful to Cyberport for supporting CyberRun annually. Over the past eight years, it has become an incredibly successful charity event in Hong Kong, with more than 8,000 people gathering in Cyberport and helping to raise over HK\$6 million in donations since 2004 for those in need."

「我們十分感謝數碼港每年對『健康萬步數碼港』的付出和努力,讓本活動在過去八年間能夠成為香港慈善界盛事,錄得驕人的善款數字。自2004年舉辦首屆活動起,本活動已累積超過8,000名參加者,為有需要的人士合共籌得超過600萬港元的善款。」

#### Ms Sheila Purves

Director, International and China Programmes The Hong Kong Society for Rehabilitation

#### 貝維斯女士

香港復康會國際及中國項目總監





#### **About CyberRun**

CyberRun is a yearly event co-organised by Hong Kong Society for Rehabilitation (HKSR) and Cyberport Tenants Club to raise funds for the a HRSR. Since 2004, donations from the event have helped to support rehabilitation training and consultation services for people with disabilities and chronic illnesses in mainland China and Hong Kong. CyberRun also advocates equal enjoyment and inclusion in sports for people with disabilities, and promotes sports as a means of social inclusion.

#### **Accomplishments:**

- Donations received since 2004: HK\$6,844,455
- Total number of walkers: 3,483
- Total number of runners: 2,572
- Total number of participants: over 8,100
- Total distance: 12,860km (runners) or 13,932km (walkers) roughly one-third the circumference of the Earth

#### 關於「健康萬步數碼港」

「健康萬步數碼港」每年由香港復康會及數碼港租戶聯會合辦,為香港復康會籌募經費。自2004年舉辦首屆活動開始,「健康萬步數碼港」將所籌得的善款用於為香港及內地的殘疾人士及長期病患者提供復康訓練及諮詢服務。活動亦同時鼓勵殘疾人士享受運動的樂趣,藉此提倡傷健共融的社會和諧。

#### 活動佳績:

- 自2004年起籌得善款6,844,455港元
- 步行項目參加者:3,483人
- 跑步項目參加者: 2,572人
- 總參加人數:超過8,100人
- 完成的總距離:12,860公里(跑步項目) 或13,932公里(步行項目)-約等於地球 圓周的三分之一

# CORPORATE GOVERNANCE REPORT 企業管治報告

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**

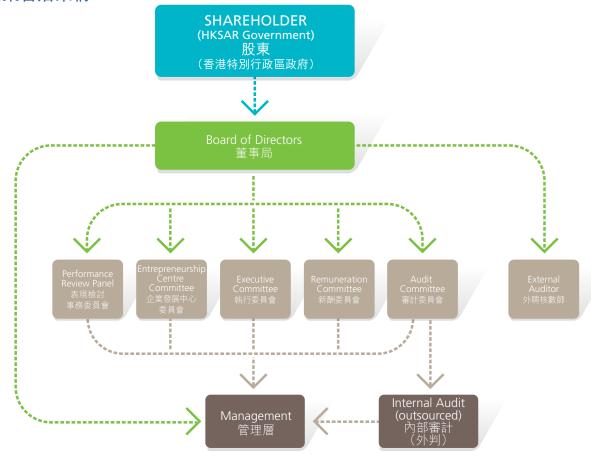
Cyberport is committed to maintaining high standards of corporate governance as we believe that good corporate governance provides the foundation for good corporate performance and is essential to accomplishing our public missions, meeting the expectations of our stakeholders and attaining a long-term 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知原則,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.

#### **Board Composition**

As of 31 March 2012, the Board consisted of thirteen Board Members (including two Government directors and eleven non-Government directors). 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.

The Chief Executive Officer 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 Chief Executive Officer are separate enhancing independence and accountability.

Board Members come from varied but relevant background with diverse skills and experience. Eleven of them come from various business fields, including IT, finance, property, legal and accounting. Biographical details of the Directors are set out in the section of "Board of Directors" on pages 22 to 31.

### 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。

#### 董事局的組成

截至2012年3月31日,董事局共有13名 成員(包括兩名官方董事及11名非官方董 事)。所有董事局成員由股東委任並指定 任期,任期屆滿後可再獲委任。所有董事 局成員均不獲酬金。

數碼港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。

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11名成員來自不同的商業範疇,包括資訊科技、金融、房地產、法律及會計界。各董事的履歷詳情刊載於年報第22至31頁的「董事局」一欄。

#### CORPORATE GOVERNANCE REPORT 企業管治報告

#### **Board Appointment**

Board Members are given an induction programme after their appointment. 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.

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 the interests declared by him/her 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.

#### **Board Functions**

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. During the year, the Board has convened five regular meetings and one special meeting. Attendance records of individual member are shown on page 104.

#### **Directors' Responsibility for the Accounts**

The Directors 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.

#### **BOARD COMMITTEES/PANELS**

Under the Board, there are five Committees/Panels, namely Executive Committee, Audit Committee, Remuneration Committee, Entrepreneurship Centre Committee and Performance Review Panel. These Committees/Panels are accountable to the Board for their recommendations and decisions.

#### 委任董事

董事局成員獲委任後均須參與公司的簡介會。董事局成員均知悉他們肩負管理及監察本公司事務,承擔共同及個別責任。每位董事局成員必須本著誠信辦事,以本公司的最佳利益為大前提。

董事局成員於上任時以及有需要時,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,董事會成員 亦需通知公司秘書。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。

#### 董事局職能

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。董事局於年內共舉行了5次例行會議及1次特別會議,各成員的出席紀錄已刊載於本報告第104頁。

#### 董事對賬目的責任

董事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。

### 董事局轄下委員會/事務 委員會

董事局轄下設有5個委員會/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。各委員會/事務委員會的建議和決定均須向董事局問責。

#### **Executive Committee**

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

The Excom currently has six members and is chaired by Mr Paul Chow. The Excom has convened six meetings during the year. Attendance records of individual member are shown on page 104.

#### **Audit Committee**

The Audit Committee ("AC") is 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.

The AC currently has five members and is chaired by Mr George Hongchoy. The AC has convened three meetings during the year. Attendance records of individual member are shown on page 104.

#### **Remuneration Committee**

The Remuneration Committee ("RC") is established to make recommendations to the Board on organizational structure and policies on staffing, remuneration, employment, disciplinary and dismissal, with reference to the Company's overall goals and objectives.

The RC currently has five members and is chaired by Mr Lee Shing-see. The RC has convened two meetings during the year. Attendance records of individual member are shown on page 104.

#### **Entrepreneurship Centre Committee (ECC)**

The Entrepreneurship Centre Committee ("ECC") is 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.

As of 31 March 2012, the ECC consisted of six members (including two Board representatives and four Management representatives) and was chaired by Mr Anthony Au. In June 2012, Mr Au ceased to be Chairman of the ECC due to his retirement. The ECC currently has seven members (including three Board representatives and four Management representatives) and is chaired by Mr Alfred Wong. The ECC has convened three meetings during the year. Attendance records of individual member are shown on page 104.

#### 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財政預算及年度業務計劃的要求。

執行委員會目前共有6名成員,由周文耀 先生擔任主席。委員會於年內共召開了6 次會議,各成員的出席紀錄已刊載於本報 告第104頁。

#### 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。

審計委員會目前共有5名成員,由王國龍 先生擔任主席。委員會於年內共召開了3次會議,各成員的出席紀錄已刊載於本報 告第104頁。

#### 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。

薪酬委員會目前共有5名成員,由李承仕 先生擔任主席。委員會於年內共召開了2 次會議,各成員的出席紀錄已刊載於本報 告第104頁。

#### 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」。

截至2012年3月31日,企業發展中心委員會共有6名成員(包括兩名董事局代表及4名管理層代表),由區煒洪先生擔任主席。於2012年6月,區先生因退先生仍可董事而退任為委員會主席。企業發展中心委員會目前共有7名成員(包括3名董事局代表及4名管理層代表),由黃國權先生擔任主席。委員會於年內共召開了3次會議,成員的出席紀錄已刊載於本報告第104頁。

#### CORPORATE GOVERNANCE REPORT 企業管治報告

#### **Performance Review Panel**

The Performance Review Panel ("PRP") is established to review and discuss the performance of CEO, COO and the Company, with reference to the Board's approved Key Performance Indicators and objectives.

The PRP currently has five members and is chaired by Mr Paul Chow. The PRP was set up in December 2011 and no meeting was held during the year.

#### **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 discussions, recommendations, decisions and action items arising from the meetings. The outstanding matters are followed up by the relevant departments and progress updates are reported at the 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 as 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 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 briefing on prevention of bribery and conflict of interest to the employees of the Company on a regularly basis. Staff members are also reminded of the compliance with the Code from time to time.

#### 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,就公司、行政總裁及營運總監的表現作出檢討 及討論。

表現檢討事務委員會目前共有5名成員, 由周文耀先生擔任主席。表現檢討事務委員會於2011年12月成立,於年內並未召 開會議。

#### 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。本公司將定期檢討《守則》並作出相應調整。《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。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。

# INTERNAL CONTROL AND RISK MANAGEMENT

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

#### **External Audit**

The Company has appointed PricewaterhouseCoopers as the external auditor to conduct an audit of its financial statements. The external auditor plays an important role in reviewing the truth and fairness of the financial statements. The external auditor meets with Audit Committee to discuss the nature and scope of the audit prior to commencement of 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 Company has outsourced its internal audit function to an independent professional advisory firm (Internal Auditor). The Audit Committee directly oversees the work performed by the Internal Auditor.

The Internal Auditor plays an important role in monitoring the Company's internal governance and provides a basis for the Board to assess the risk management and internal control system maintained and operated by Management. 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. 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.

#### **TRANSPARENCY**

The Company reports annually to the Information Technology and Broadcasting Panel of the Legislative Council regarding the Cyberport Project, including the 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 133.

The attendance of Members at the Board and Committees Meetings is reported on Page 104.

#### 內部監控及風險管理

本公司恪守企業管治最高水平,致力提高機構的誘明度及問責性。

#### 外聘核數師

本公司委任了羅兵咸永道會計師事務所 作為公司之外聘核數師,就其財務報告進 行審核。外聘核數師主要負責審閱財務報 告的真實及公平性。在展開審核工作前, 外聘核數師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 作出滙報。外聘核數師也會向審計委員會 提出內部監控之建議及滙報管理層所作出 之回應(如有)。

#### 內部審計

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)。內部審計師之工作皆由審計委員會直接監督。

內部審計師主要負責監察本公司的內部管治,藉以向董事局提供就管理層維持及執行有效風險管理及內部監控的評審基礎。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活動進行實立審計。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,並評估其數公司的影響及管理層建議之應對方案。

#### 诱明度

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,已披露於本報告於財務報表第133頁附註8。

董事局及轄下委員會各成員的會議出席紀錄詳列於本報告第104頁。

#### CORPORATE GOVERNANCE REPORT 企業管治報告

## MEETING ATTENDANCE (1 APRIL 2011 TO 31 MARCH 2012) 會議出席紀錄(2011年4月1日至2012年3月31日)

| Types of meetings<br>會議類型   | Board<br>(Regular)<br>董事局<br>(例行<br>會議) | Board<br>(Special)<br>董事局<br>(特別<br>會議) | 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<br>展中心<br>委員會 |
|---|---|---|--------------------|-----------------|-----------------|--------------------------|
| Board members 董事局成員   |   |   |                    |                 |                 |                          |
| Mr Paul Chow 周文耀先生  | 5/5                                     | 1/1                                     | 6/6                | -               | -               | -                        |
| Mr Anthony Au 區煒洪先生   | 5/5                                     | 1/1                                     | 5/6                | -               | 2/2             | 3/3                      |
| Mr Rock Chen 陳仲尼先生<br>(Retired from the Board on 4 June 2011) (於2011年6月4日退任)    | 1/1                                     | -                                       | -                  | -               | -               | -                        |
| Mr Chia Kok-onn 謝國安先生<br>(Retired from the Board on 4 June 2011) (於2011年6月4日退任) | 0/1                                     | -                                       | -                  | -               | -               | -                        |
| Mr George Hongchoy 王國龍先生  | 2/5                                     | 1/1                                     | 4/6                | 3/3             | -               | -                        |
| Mr Herman Hu 胡曉明先生  | 3/5                                     | 0/1                                     | -                  | 3/3             | -               | _                        |
| Mr Lee Shing-see 李承仕先生  | 4/5                                     | 1/1                                     | 3/6                | -               | 2/2             | -                        |
| Mr Peter Liu 廖仁君先生<br>(Retired from the Board on 4 June 2011) (於2011年6月4日退任)    | 0/1                                     | -                                       | -                  | 0/1             | -               | -                        |
| Miss Winnie J Ng 伍穎梅女士  | 4/5                                     | 0/1                                     | -                  | 2/3             | -               | -                        |
| Mr Douglas So 蘇彰德先生<br>(Appointed as director on 5 June 2011) (於2011年6月5日獲委任)   | 4/4                                     | 0/1                                     | -                  | 2/2             | -               | -                        |
| Miss Elizabeth Tse 謝曼怡女士<br>(including attendance by alternate)(包括其替任董事之出席次數)   | 4/5                                     | 1/1                                     | 6/6                | -               | -               | -                        |
| Mr Alfred Wong 黃國權先生<br>(Appointed as director on 1 March 2012) (於2012年3月1日獲委任) | 1/1                                     | -                                       | -                  | -               | -               | -                        |
| Miss Wong Sau-ying 黃秀英女士  | 2/5                                     | 0/1                                     | 2/6                | -               | 2/2             | -                        |
| Mr Peter Yan 任景信先生<br>(Appointed as director on 5 June 2011) (於2011年6月5日獲委任)    | 2/4                                     | 0/1                                     | -                  | -               | 2/2             | 2/3                      |
| Mr Ying Yiu-hong 應耀康先生<br>(including attendance by alternate)(包括其替任董事之出席次數)     | 3/5                                     | 1/1                                     | -                  | -               | -               | -                        |

#### Remarks:

Board – Board of Directors
Excom – Executive Committee
AC – Audit Committee
RC – Remuneration Committ

RC – Remuneration Committee ECC – Entrepreneurship Centre Committee