

CORPORATE GOVERNANCE REPORT

企业管治报告



The board of directors (the “Board” or “Board Members”) and the management (“Management”) of Hong Kong Cyberport Management Company Limited (the “Company”) are committed to maintaining and upholding high standards of corporate governance. The Company believes 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. The Company has therefore adopted accountability, transparency, fairness, ethics and integrity as the cornerstones of our corporate governance framework.

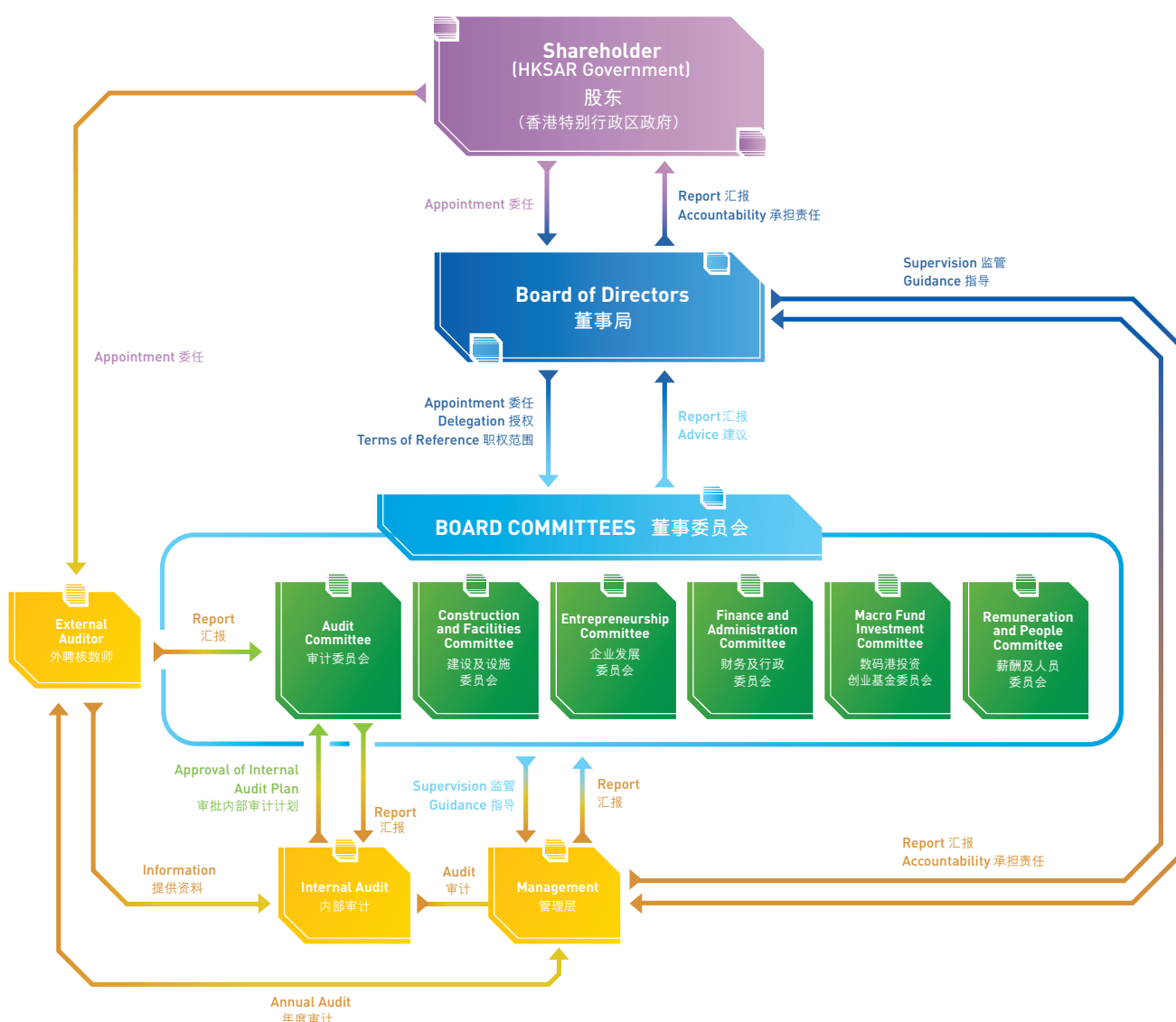
香港数码港管理有限公司(“本公司”)董事局(“董事局”或“董事局成员”)及管理层(“管理层”)致力维持并奉行卓越的企业管治。本公司相信良好企业管治是良好企业表现的基础,也是履行公众使命、满足持份者期望及达到长期持续增长的要素。因此,本公司一直以问责性、具透明度、处事公允、注重道德操守及诚信作为企业管治架构的基石。

Corporate Governance Structure

(As at 31 March 2022)

企业管治架构

(于2022年3月31日)



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 Board Members of the Company.

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 more 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 in 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.

Board Composition

As at the date of this Annual Report, the Board comprised of 15 Directors, of whom all are Non-executive Directors, Mr Simon CHAN Sai-ming (Chairman) *(appointed on 1 April 2022)*, Professor Karen CHAN Ka-yin, Professor Christopher CHAO Yu-hang, Ms Ivy CHEUNG Wing-han, Hon LAU Kwok-fan, Mr Michael LEUNG Kin-man, Professor LING Kar-kan, Ms Erica MA Yun *(appointed on 1 April 2022)*, Mr MAK Tak-wai *(appointed on 20 July 2022)*, Mr Victor NG Chi-keung, Mr Hendrick SIN, Dr Charleston SIN Chiu-shun, Ms Maggie TSOI Tsz-shan *(appointed on 1 April 2022)*, Ms Rosana WONG Wai-man and Mr Eric YEUNG Chuen-sing. This structure effectively ensures the independence, objectivity and impartiality of the Board's decision-making process and oversight of Management. Non-executive Directors bring an external perspective, constructively challenge and advise on proposals or strategy.

董事局

董事局透过审慎而有效的监管框架，集体负责领导和监管本公司，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，以保障他们免受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（“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，以增加独立性及问责性。

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。

董事局的组成

于本年报日期，董事局共有15名董事，均为非执行董事，计有陈细明先生（主席）*（于2022年4月1日获委任）*、陈嘉贤教授、赵汝恒教授、张颖娴女士、刘国勋先生、梁建文先生、凌嘉勤教授、马殷女士*（于2022年4月1日获委任）*、麦德伟先生*（于2022年7月20日获委任）*、伍志强先生、冼汉迪先生、冼超舜博士、蔡芷珊女士*（于2022年4月1日获委任）*、黄慧敏女士及杨全盛先生。这种架构有效地确保董事局决策过程及对管理层监督的独立性、客观性及公正性。非执行董事能够从客观的外界观点，理性正面地质询和审议策略方案。

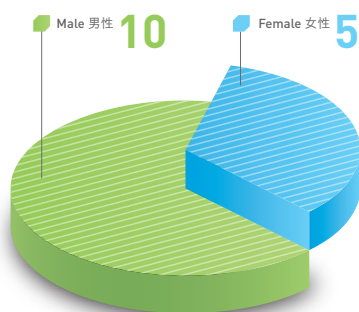
All Board Members are appointed by the shareholders without receiving any honorarium, generally for a two-year term and subject to re-appointment upon expiry of their terms.

所有董事局成员均由股东委任，没有收取任何酬金，一般任期为两年及任期届满后须再获委任。

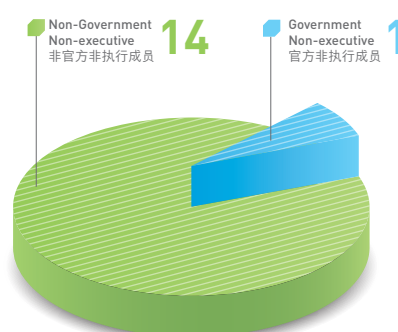
Board Composition

董事局成员组合

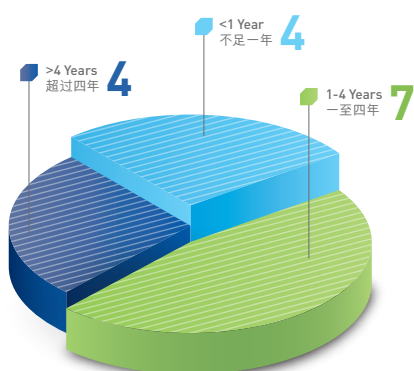
Gender 性别



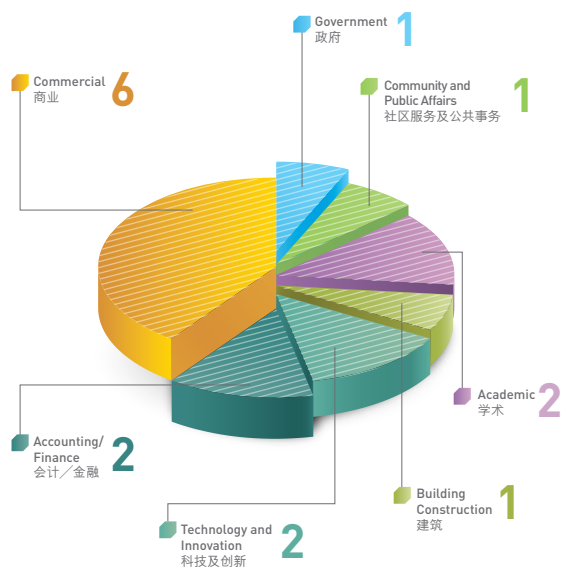
Category 类别



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 technology and innovation, accounting and finance, commercial, building construction, town planning, public affairs 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 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. All Board Members have access to Management for obtaining necessary information.

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，包括科技及创新、会计及金融、商业、建筑、城市规划、公共事务及学术界。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。本公司整体业务的管理交由董事局负责。董事局专注就业务发展、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通盘掌握本公司的业务状况，并获取充分资料，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。所有董事局成员均可联络管理层以获取所需资料。

Directors Continuous Training and Development Programme

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 and 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 ("Year"). A briefing session on "Northern Metropolis Strategy" hosted by the Hong Kong/Shenzhen Co-operation of Policy Innovation and Co-ordination Office was arranged for the Board on 6 December 2021 to share the transformation and development of northern Hong Kong into an international I&T hub.

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 fiscal year. Furthermore, 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. In general, the agenda and papers are sent to the Board Members five working days before the intended date of the meeting.

Board Members may attend the Board meetings in person or through electronic means of communication.

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.

董事持续培训及发展计划

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，使董事局新成员能够了解本公司的目标、策略、业务、营运、内部监管，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（“本年度”）邀请董事局成员出席多个有关资讯科技的论坛及会议。董事局于2021年12月6日安排港深合作政策创新联合办公室举办有关“北部都会区发展策略”的简介会，分享香港北部转型及发展为国际创新科技中心。

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适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财政年度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。议程和文件一般在会议拟定日期前5个工作日提呈予董事局成员。

董事局成员可亲自或透过电子通讯方式出席董事局会议。

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决议，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。

Board Meetings

During the Year, the Board held four meetings in hybrid format with overall attendance of 89.3%.

Key matters considered/resolved:

- 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
- Amendment of code of conduct for Directors
- Amendment of code of conduct and business ethics for staff ("Staff Code")
- Oversight of senior management
- Corporate goals and performance assessment
- Annual performance assessment of 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 2020/21 – 2022/23 was set in the 2019/20 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 was reported to and reviewed by the Board Members.

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.

董事局会议

于本年度，董事局共召开了4次混合会议，整体出席率达89.3%。

经审议／议决的主要事项：

- 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
- 修订董事行为准则
- 修订员工行为准则及商业道德("员工守则")
- 监督高级管理层
- 公司目标及表现评估
- 管理层的年度表现评核
- 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。

于2019/20年度，已制订数码港2020/21至2022/23年三年策略计划的方向，进一步加强其公众使命，以推动香港的数码科技发展。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。

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财务状况、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，并再提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，董事局已于本年度审阅年度计划和有关财务业绩及业务表现的每月报告。

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.

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.

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所指的“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。

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的变更及/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/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。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

During the Year, the Board has six standing Committees, namely, the Audit Committee, Construction and Facilities Committee, Entrepreneurship Committee, Finance and Administration Committee, Macro Fund Investment Committee and Remuneration and People 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.

Attendance records of each individual member of the Board during the Year are shown on page 89 of the Annual Report.

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 Board Committees, principal duties and key matters considered or resolved during the Year.

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 auditors and their independence assessments. As at 31 March 2022, the AC comprised six members, all Non-executive Directors, Mr Victor NG Chi-keung (Chairman of the AC), Professor Karen CHAN Ka-yin, Ms Ivy CHEUNG Wing-han, Hon Duncan CHIU, Ms Annie CHOI Suk-han and Ms Rosana WONG Wai-man.

Principal duties:

- Review and endorse audited financial statements for the Board's approval
- Make recommendations on the appointment of external auditor, approve its audit fee 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

Key matters considered/resolved:

- Annual audited financial statements
- External auditor's report, objectivity and effectiveness of audit process
- Risk management and internal control review
- Risk register and risk assessment results
- Internal audit job plan
- Internal audit review reports
- Whistleblowing cases

董事委员会

于本年度，董事局辖下设有6个常务委员会，分别为审计委员会、建设及设施委员会、企业发展委员会、财务及行政委员会、数码港投资创业基金委员会以及薪酬及人员委员会，以协助董事局履行其职责。

各个委员会均以书面具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。

董事局各成员于本年度的会议出席记录载列于年报第89页。

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、其主要职责及于本年度审议或决议的主要事项详情载列如下。

审计委员会

审计委员会负责监察及检讨本公司内部监管、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之关系及评估其独立性。于2022年3月31日，审计委员会由六名成员组成，均为非执行董事，即伍志强先生（审计委员会主席）、陈嘉贤教授、张颖娴女士、邱达根先生、蔡淑娴女士及黄慧敏女士。

主要职责：

- 审查并批准经审核财务报表，以供董事局批准
- 就外聘核数师的委任提出建议，并审批其审计费用及聘用条款，以及监督本公司与外聘核数师的关系
- 检讨会计政策
- 监督内部监管、财务监管、风险管理制度及内部审计功能

经审议／决议的主要事项：

- 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
- 风险管理和内部监管检讨
- 风险登记册及风险评估结果
- 内部审计工作计划
- 内部审计检讨报告
- 举报个案

Construction and Facilities Committee

The Construction and Facilities Committee ("CFC") is responsible for monitoring and overseeing the capital works related matters, facilities management and related consultancy services. As at 31 March 2022, the CFC comprised six members, all Non-executive Directors, Ms Rosana WONG Wai-man (Chairperson of the CFC), Professor Christopher CHAO Yu-hang, Hon Duncan CHIU, Ms Annie CHOI Suk-han, Hon LAU Kwok-fan and Professor LING Kar-kan.

Principal duties:

- Approve or recommend the capital works projects (including new development, re-development and construction) to be undertaken by the Company and the modality for facilities management of the Company's premises
- Endorse and recommend the planning and development parameters for new capital projects including but not limited to master development plan, design, programme, budget and facilities provisions and related headcount requirements
- Approve the award, variations/claims and commercial settlement of contracts for capital works, facilities management works and related consultancy services
- Monitor the progress and control the expenditure of capital works projects, and facilities management matters
- Review and approve the capital works and facilities management related policies

Key matters considered/resolved:

- Monitor the progress of Cyberport Expansion Project and hotel renovation works
- Review campus facilities management works and contract awards
- Transactions, arrangements and contracts of significance

建设及设施委员会

建设及设施委员会负责监察和监督资本工程相关事宜、设施管理及相关咨询服务。于2022年3月31日，建设及设施委员会由六名成员组成，均为非执行董事，即黄慧敏女士（建设及设施委员会主席）、赵汝恒教授、邱达根先生、蔡淑娴女士、刘国勋先生及凌嘉勤教授。

主要职责：

- 审批本公司进行的资本工程项目（包括新发展、再发展或建设项目）以及本公司物业的设施管理的基本方针或就此提供建议
- 认可及建议有关新资本工程的规划及发展参数，包括但不限于总发展规划、设计、计划、预算及设施条文及相关人员编制规定
- 审批有关资本工程、设备管理工程及相关咨询服务的合约之批授、修订／索赔及商业结算
- 监察资本工程项目以及设施管理事宜之进度及监管其开支
- 检讨及审批资本工程及设施管理相关政策

经审议／决议的主要事项：

- 监察数码港扩建计划及酒店翻新工程之进度
- 检讨园区设施管理工作及合同授约
- 重大交易、安排及合同

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"), the Esports Industry Facilitation Scheme ("EIFS") and the Cyberport Accelerator Support Programme. As at 31 March 2022, the EC comprised of eight members, all Non-executive Directors, Professor LING Kar-kan (Chairman of the EC), Professor Christopher CHAO Yu-hang, Ms Annie CHOI Suk-han, Hon LAU Kwok-fan, Mr Hendrick SIN, Dr Charleston SIN Chiu-shun, Ms Rosana WONG Wai-man and Mr Eric YEUNG Chuen-sing.

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:
 - Sparking creative ideas through the CCMF Scheme
 - Nurturing technology start-ups through the CIP
 - Boosting technology start-ups' fundraising capability
- Approve the appointment and composition of the Entrepreneurship Committee Advisory Group ("ECAG") which comprises venture capitalists, business executives, technology 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:

- CIP vetting results and its enhancement
- CCMF vetting results and its enhancement
- Cyberport Greater Bay Area Young Entrepreneurship Programme vetting results
- EIFS and Esports Internship Scheme vetting results and its enhancement
- Digital Entertainment Leadership Forum
- Cyberport Venture Capital Forum
- Internet Economy Summit
- Cyberport Career Fair
- Cyberport University Partnership Programme
- Changes for the composition of ECAG

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”、“电竞行业支援计划”及“数码港加速器支援计划”。于2022年3月31日，企业发展委员会共有八名成员，均为非执行董事，计有凌嘉勤教授（企业发展委员会主席）、赵汝恒教授、蔡淑娴女士、刘国勋先生、冼汉迪先生、冼超舜博士、黄慧敏女士及杨全盛先生。

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三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
- 审批企业发展顾问组的组成及成员委任，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：

- “数码港培育计划”评审结果及改良
- “数码港创意微型基金”评审结果及改良
- “数码港大湾区青年创业计划”评审结果
- “电竞行业支援计划”及“电竞实习支援计划”评审结果及改良
- “数码娱乐领袖论坛”
- “数码港创业投资论坛”
- “互联网经济峰会”
- “数码港招聘博览”
- “数码港·大学合作伙伴计划”
- 改变企业发展顾问组的组成

Finance and Administration Committee

The Finance and Administration Committee ("FAC") is responsible for monitoring and overseeing the finance and administration aspects of the Company. As at 31 March 2022, the FAC comprised of six members, all Non-executive Directors, Hon Duncan CHIU (Chairman of the FAC), Ms Ivy CHEUNG Wing-han, Ms Annie CHOI Suk-han, Mr Michael LEUNG Kin-man, Professor LING Kar-kan and Mr Victor NG Chi-keung.

Principal duties:

- Approve any budgeted expenditures, commitments and payments by the Company
- Decide and approve appropriate action in response to any unplanned matters or approve any unbudgeted expenditures, commitments and payments
- Review and approve the corporate policies including leasing, procurement, finance, administration, marketing and IT
- Review resources for the execution and implementation of the approved business plans and corporate development strategies

Key matters considered/resolved:

- Review and endorse annual budget and office rental rates for the Board approval
- Mid-Year financial review
- Review and endorse Cyberport Expansion Project financing arrangement for the Board approval
- Tenancy related matters

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 a total size of HK\$400 million, aims to provide seed to Series A stage and beyond 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. As at 31 March 2022, the MFIC comprised five members, including four Non-executive Directors, Dr George Lam (Chairman of the MFIC), Professor Karen CHAN Ka-yin, Mr Victor NG Chi-keung and Mr Hendrick SIN, and a government representative, Miss Charmaine Amy WONG Hoi-wan.

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:

- Review on CMF investment portfolio
- CMF applications and exit
- Review and endorse the first CMF beyond Series A investment for the Board approval

财务及行政委员会

财务及行政委员会负责监察及监督本公司的财务及行政范畴。于2022年3月31日，财务及行政委员会共有六名成员，均为非执行董事，计有邱达根先生（财务及行政委员会主席）、张颖娴女士、蔡淑娴女士、梁建文先生、凌嘉勤教授及伍志强先生。

主要职责：

- 审批本公司任何预算开支、承担及付款
- 因应任何未规划事项决定和审批合适的行动，或审批任何未列入预算的开支、承担及付款
- 检讨及审批企业政策，包括租赁、采购、财务、行政、市场及资讯科技
- 就已批准的业务计划和相应公司发展策略之执行及实施进行资源检讨

经审议／决议的主要事项：

- 审查及认可年度预算及办公室租金，以供董事局批准
- 中期财政检讨
- 审查及认可数码港扩建计划财务安排，以供董事局批准
- 租务相关事宜

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”的相关投资。“数码港投资创业基金”的总投资额为4亿港元，向数码港“数码科技创业家”提供种子项目投资至A轮及以上融资，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。于2022年3月31日，数码港投资创业基金委员会共有五名成员，包括四名非执行董事林家礼博士（数码港投资创业基金委员会主席）、陈嘉贤教授、伍志强先生及冼汉迪先生以及一名政府代表黄海韵女士。

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／决议的主要事项：

- 检讨“数码港投资创业基金”的投资组合
- “数码港投资创业基金”的申请及退出
- 审查及认可“数码港投资创业基金”首笔A轮后投资，以供董事局批准

Remuneration and People Committee

The Remuneration and People Committee ("RPC") 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. As at 31 March 2022, the RPC comprised six members, all Non-executive Directors, Dr George Lam (Chairman of the RPC), Ms Annie CHOI Suk-han, Mr Michael LEUNG Kin-man, Mr Hendrick SIN, Dr Charleston SIN Chiu-shun and Mr Eric YEUNG Chuen-sing.

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
- Board approves the annual plan and delegate RPC to 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:

- Corporate goals and performance measurements
- Annual performance review of C-levels management
- Staff engagement and retention
- Amendment of the Staff Code

薪酬及人员委员会

薪酬及人员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。于2022年3月31日，薪酬及人员委员会共有六名成员，均为非执行董事，计有林家礼博士（薪酬及人员委员会主席）、蔡淑娴女士、梁建文先生、冼汉迪先生、冼超舜博士及杨全盛先生。

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
- 董事局批准年度计划，并委派薪酬及人员委员会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：

- 企业目标及表现衡量方法
- 检讨高级管理层的年度表现
- 员工参与及留聘
- 修订员工守则

Meeting Attendance

A summary of meeting attendance of Board Members in meetings of the Board and Committees for the financial year from 1 April 2021 to 31 March 2022 is provided in the following table.

会议出席记录

于2021年4月1日至2022年3月31日财政年度，董事局成员于董事局及董事委员会的会议出席记录概要载列于下表。

Board Members 董事局成员		Meetings 会议	Board 董事局	AC 审计委员会	CFC 建设及设施委员会	EC 企业发展委员会	FAC 财务及行政委员会	MFIC 数码港投资创业基金委员会	RPC 薪酬及人员委员会
Number of meeting(s) held	举行会议次数		4	2	5	3	3	2	3
Lee George LAM (Chairman)	林家礼(主席)		4/4	-	-	-	-	2/2	3/3
Karen CHAN	陈嘉贤		3/4	2/2	-	-	-	2/2	-
Christopher CHAO	赵汝恒		3/4	-	5/5	3/3	-	-	-
Ivy CHEUNG	张颖娴		4/4	2/2	-	-	3/3	-	-
Duncan CHIU	邱达根		4/4	1/2	4/5	-	3/3	-	-
Annie CHOI ⁽¹⁾ or her alternate	蔡淑娴 ⁽¹⁾ (或替代董事)		4/4	2/2	5/5	3/3	3/3	-	3/3
LAU Kwok-fan ⁽²⁾	刘国勋 ⁽²⁾		3/4	-	4/5	3/3	-	-	-
Michael LEUNG	梁建文		3/4	-	-	-	2/3	-	3/3
LING Kar-kan	凌嘉勤		3/4	-	3/5	2/3	3/3	-	-
Victor NG	伍志强		4/4	2/2	-	-	3/3	2/2	-
Hendrick SIN	冼汉迪		4/4	-	-	3/3	-	2/2	3/3
Charleston SIN	冼超舜		4/4	-	-	3/3	-	-	3/3
Charmaine WONG ⁽³⁾	黄海韵 ⁽³⁾		-	-	-	-	-	1/1	-
Rosana WONG	黄慧敏		3/4	2/2	5/5	2/3	-	-	-
Eva YAM ⁽⁴⁾	任雅玲 ⁽⁴⁾		-	-	-	-	-	1/1	-
Eric YEUNG	杨全盛		4/4	-	-	3/3	-	-	1/3
Average Attendance Rate	平均出席率		89.3%	91.7%	86.7%	91.7%	94.4%	100.0%	88.9%

Notes:

- (1) All the Committee meetings including AC, CFC, EC, FAC and RPC were attended by the alternate to Ms Annie CHOI.
- (2) Hon LAU Kwok-fan was appointed as Board member, CFC member and EC member with effect from 1 April 2021.
- (3) Miss Charmaine WONG was appointed as alternate Director to Ms Annie CHOI and MFIC member with effect from 8 June 2021.
- (4) Miss Eva YAM resigned as alternate Director to Ms Annie CHOI and ceased to be MFIC member with effect from 8 June 2021.

附注：

- (1) 所有董事委员会的会议包括审计委员会、建设及设施委员会、企业发展委员会、财务及行政委员会及薪酬及人员委员会均由蔡淑娴女士的替任出席。
- (2) 刘国勋先生已于2021年4月1日起获委任为董事局成员、建设及设施委员会委员及企业发展委员会委员。
- (3) 黄海韵女士已于2021年6月8日获委任为蔡淑娴女士的替任董事及数码港投资创业基金委员会委员。
- (4) 任雅玲女士已于2021年6月8日辞任蔡淑娴女士的替任董事，并不再担任数码港投资创业基金委员会委员。

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 on 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.

Company Secretary

All Board Members have access to the advice and services of the Company Secretary. The Company Secretary is accountable to the Board for ensuring that the Board procedures are followed and Board activities are efficiently and effectively conducted. To this end, the Company Secretary facilitates the Board and Management to adhere to Board processes as updated from time to time, and the provision of sufficient information to the Board by Management.

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 141.

Guidance on the ethical behaviour of the Company has been well defined in the Company's Staff Code. From time to time, the Staff 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. Staffs are also reminded of the need for compliance with the Staff Code from time to time.

Internal Control and Risk Management

The Board has overall responsibility for the risk management and internal control system of the Company and for reviewing its effectiveness. The internal control system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and to provide reasonable but not absolute assurance against material misstatement or loss.

The Company aims to maintain a high standard of corporate governance and enhance transparency and accountability. With the assistance of the internal audit team, Management reviews the Company's internal control system with reference to the Committee of Sponsoring Organisations of the Treadway Commission ("COSO") framework as recommended by the Hong Kong Institute of Certified Public Accountants. The review is designed to identify and evaluate significant risks associated with key processes and the effectiveness of related controls in mitigating the identified risks. Independent reviews of the effectiveness of controls are performed by the internal audit team.

Through the AC, the Board reviewed and concurred with the Management's assessment that the overall risk management and internal control system was effective based on the results of internal reviews performed during the year.

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。

公司秘书

所有董事局成员均可获取公司秘书的意见及服务。公司秘书向董事局负责，确保董事局程序获得遵循及董事局事务可具效率和有效地进行。为达到此目的，公司秘书协助董事局及管理层依循不时更新的董事局程序，并促使管理层向董事局提供充分信息。

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141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《员工守则》内详细列明。《员工守则》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《员工守则》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《员工守则》的规定。

内部监管及风险管理

董事局整体负责本公司的风险管理及内部监管系统及其成效检讨。内部监管系统旨在管理而非排除未能达成业务目标的风险，并对重大错误陈述或损失取得合理而非绝对保证。

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。在内部审计组的协助下，管理层参照由香港会计师公会建议的特雷德韦委员会赞助组织委员会内部监管框架，评估内部监管系统。评估会审阅及厘定与关键流程相关的重大风险及监管减轻风险的成效。内部审计组负责执行对监管成效的独立审阅。

透过审计委员会，董事局基于年内审阅的结果，已审阅及同意管理层对整体风险管理及内部监管系统乃有效的评估。

Internal Audit

The internal audit team reports directly and regularly to the AC on control sufficiency, effectiveness and efficiency of operations and compliance with in-house policies and procedures and relevant laws and regulations. Audit assignments are performed in accordance with the annual internal audit job plan as approved by the AC.

Independent reviews of financial, business and functional operations and activities by the internal audit team are conducted under a risk-based approach. Significant deficiencies in internal control are brought to the attention of the AC and the Board. Findings and internal control recommendations arising from audit assignments are reported to the respective Management for actions. The internal audit team performs follow-up reviews to ensure proper implementation of the agreed actions and the implementation status is reported to the AC regularly.

External Audit

Ernst & Young was appointed as the Group's external auditor to conduct the audit of its financial statements. The AC 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 AC 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 2022, the remuneration paid/payable to the Company's external auditor, Messrs. Ernst & Young for audit services was approximately HK\$493,370 (2021: HK\$479,000) and for non-audit services was approximately HK\$262,000 (2021: HK\$228,000).

Audit Committee

The AC 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 AC directly oversees the work performed by the internal audit team. 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 approved by the AC in advance. Each year, the AC reviews the results of the internal audit assignments 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.

内部审计

内部审计组定期直接向审计委员会汇报有关营运及遵守内部政策及程序、相关法例及规则的监管充分性、成效及效率，并依照审计委员会批准的内部审计工作计划执行审计职务。

内部审计组以“风险为本”的原则执行财务、业务及职能运作的内部审查，并向审计委员会及董事局汇报内部监管严重不足的情况，及将审核职务所得的结果及内部监管建议送达有关管理层，以便执行。内部审计组会跟进审查，确保议定方案得以妥善执行，并定期向审计委员会汇报执行状况。

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管建议，并汇报管理层所作之回应(如有)。

截至2022年3月31日止年度，就审计服务及非审计服务已付／应付予本公司外聘核数师安永会计师事务所之酬金分别约为493,370港元(2021年：479,000港元)及262,000港元(2021年：228,000港元)。

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管和合规制度能有效地运作，并履行其财务汇报责任。

此外，内部审计团队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批准。审计委员会每年审阅内部审计工作结果，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。

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.

Constitutional Documents

There was no change in the Company's Articles of Association during the Year.

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 new CG Code which has been amended with effect from 1 January 2022 will be implemented in the Corporate Governance Report where applicable.

The individual attendance records of Board Members at the Board and Committee meetings is also reported on page 89.

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, Instagram etc. for promotions and information dissemination.

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。其他持份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。

组织章程文件

本公司章程细则于年内并无任何变动。

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务业绩。

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。自2022年1月1日起生效的经修订新《企业管治守则》将适时在企业管治报告内实施。

董事局及辖下委员会各成员的会议出席记录亦详列于第89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Instagram等社交媒体进行推广及发放资讯。

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:

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.4.1	Non-executive directors should be appointed for a specific term, subject to re-election. 非执行董事应按指定任期获委任，并可膺选连任。	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. 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。
A.4.2 to A.4.3 第A.4.2至A.4.3条	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 the 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 第A.5.1至A.5.5条	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。
A.6.5	All directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant. The issuer should be responsible for arranging and funding suitable training, placing and appropriate emphasis on the roles, functions and duties of a listed company director. 所有董事应参与持续专业发展，发展并更新其知识及技能，以确保各董事继续在知情及切合所需的情况下对董事局作出贡献。发行人应负责安排适当的培训并提供有关经费，以及适切着重上市公司董事的角色、职能及责任。	Board Members of the Company are appointed by the HKSAR Government via The Financial Secretary Incorporated who are elite in their fields of profession and possess adequate and updated knowledge and skills. The Company provided relevant information or invited all directors to events and programmes which enriched their knowledge to facilitate the discharge of their Directors' duties. 本公司董事局成员由香港特区政府透过财政司司长法团委任，成员均为专业领域的精英，并具备足够和最新的知识及技能。本公司提供有关资料或邀请全体董事参加活动及项目，以丰富他们的知识，协助他们履行董事职责。
[(i)]	To provide transparency, the issuers must include the following information for the accounting period covered by the annual report and significant subsequent events for the period up to the date of publication of the annual report, to the extent possible: How each director, by name, complied with A.6.5 为提供透明度，发行人必须尽可能载入以下资料于年报所涵盖会计期间及直至刊发年报日期期间的重大期后事项： 具名列载每名董事如何遵守第A.6.5条	
B.1.2	The Remuneration Committee should make recommendation to the Board on policy and package for all remuneration of directors. 薪酬委员会应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。
E.1.1 to E.1.5 & E.2.1 第E.1.1至E.1.5及E.2.1条	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讨，亦会因应监管要求适时作出改进。