

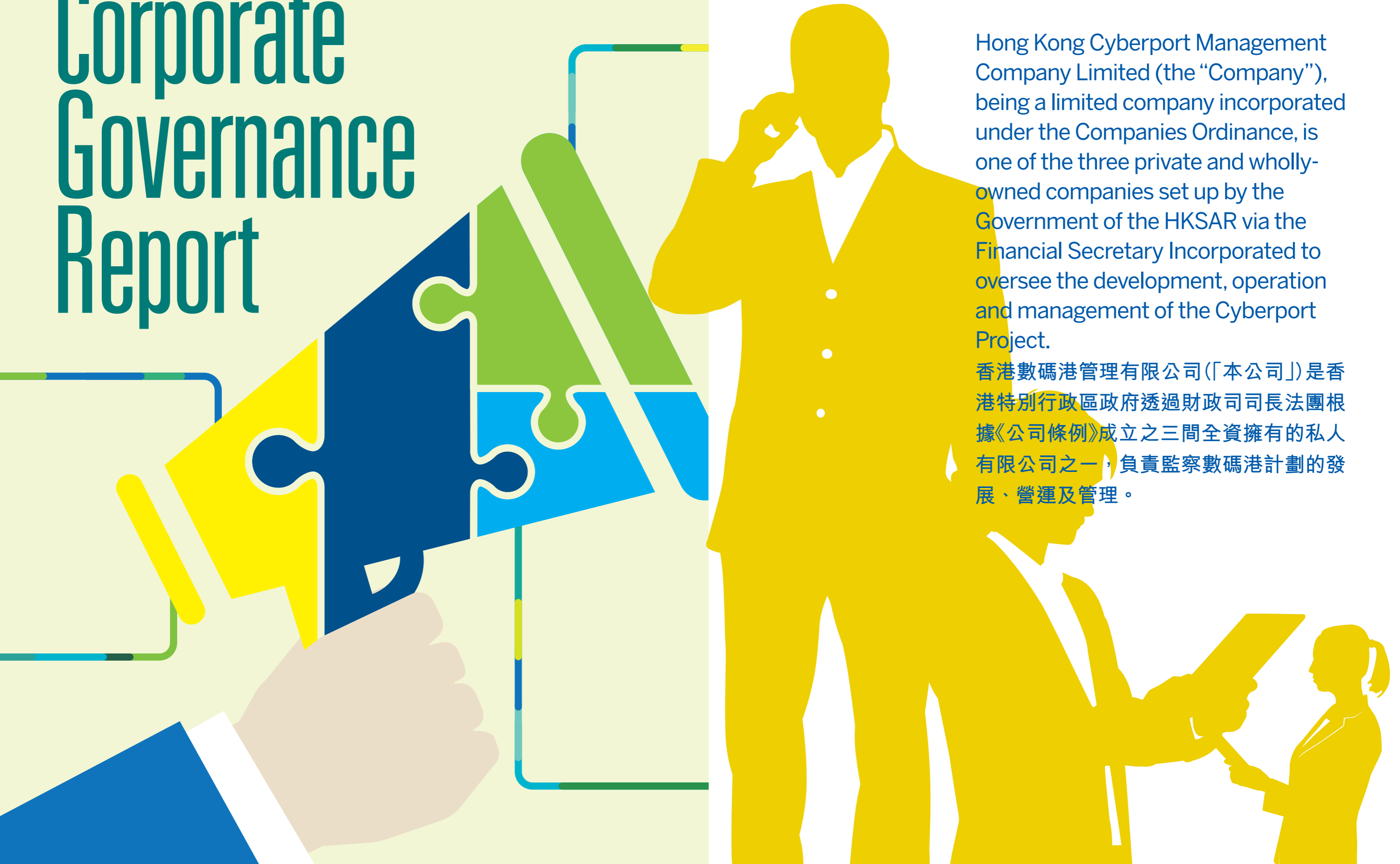
企業管治報告

# Corporate Governance Report

Corporate Governance Report 企業管治報告

Hong Kong Cyberport Management Company Limited (the “Company”), being a 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 via 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(「本公司」)是香港特別行政區政府透過財政司司長法團根據《公司條例》成立之三間全資擁有的私人有限公司之一，負責監察數碼港計劃的發展、營運及管理。



## Our Commitment

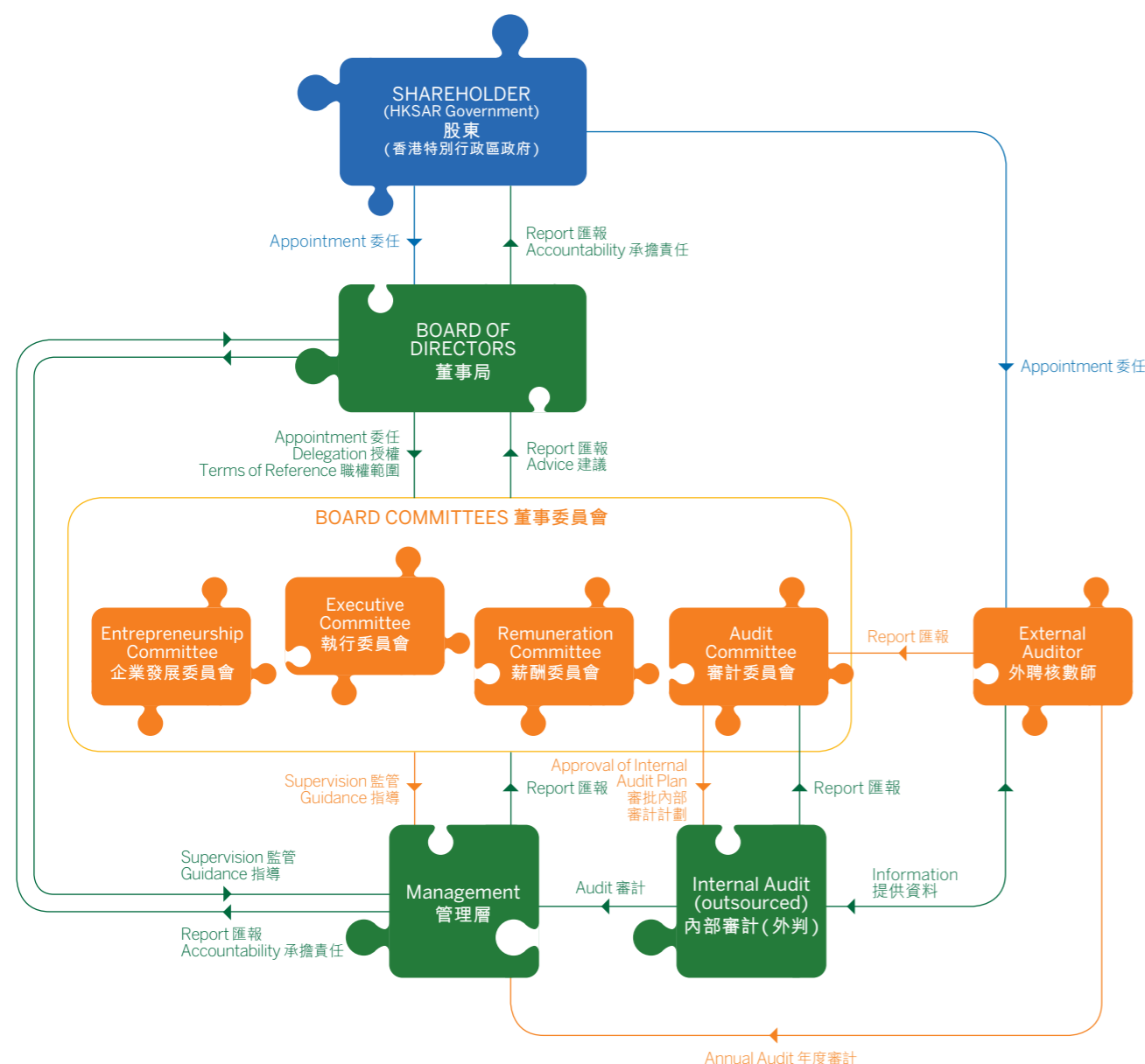
The Company is committed to maintaining high standards of corporate governance. We believe that good corporate governance provides the foundation for good corporate performance and is essential to accomplishing our public missions, meeting the expectations of our stakeholders and attaining long-term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

## Corporate Governance Structure

## 我們的承諾

本公司致力維持卓越的企業管治，我們相信良好企業管治是良好企業表現的基礎，亦是履行公眾使命、滿足持分者期望及達到長期持續增長的要素。因此，本公司一直以問責性、具透明度、處事公允、注重道德操守及誠信作為企業管治架構的基石。

## 企業管治架構



## The Board of Directors

The Board of Directors (the "Board") has an overall responsibility for the leadership, control and performance of the Company. It governs and leads the Company in a responsible and effective manner. It establishes the strategic direction of the Company and monitors its performance.

The Company has an effective Board which acts collectively to set the corporate strategies and approve operating plans proposed by Management. Each Board Member has a duty to act in good faith and in the best interests of the Company.

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

## 董事局

董事局負責領導和監控本公司及其表現的整體責任。董事局以盡責盡心和重視效益的態度管治及領導本公司，負責制定公司的策略方針及監察其表現。

本公司董事局採用具效率的集體決策方式制定企業策略及審批由管理層建議之營運計劃。董事局各成員均有責任本著真誠行事，並以本公司最佳利益為前提的原則履行職責。

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

## Board Composition

The Board consists of 13 non-executive Board Members, including two Government directors and 11 non-Government directors. Non-executive Members bring an external perspective, constructively challenge and advise on proposals on strategy, and monitor the performance of Management. This structure effectively ensures that the Board would comprise a majority of independent members and is conducive to maintaining an independent and objective Board decision making process.

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

Board Members come from varied but relevant backgrounds with diverse skills and experience. While two of them are from the Government, 11 of them come from various business fields, including IT, finance, commercial, accounting, surveying and academia. Biographical details of the Board Members are set out in the section titled "Board of Directors" on pages 20 to 27.

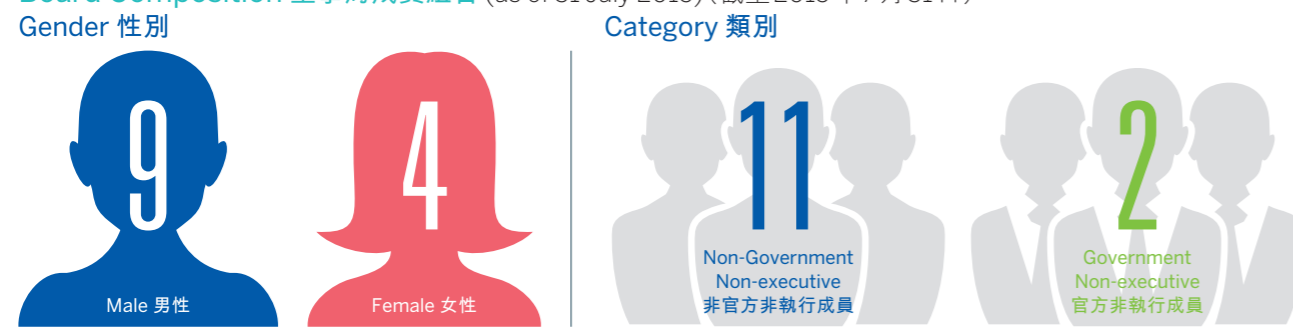
## 董事局的組成

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

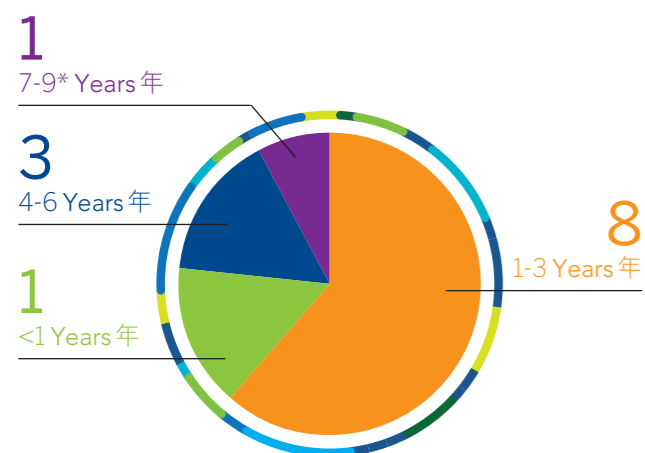
所有董事局成員均由股東委任並有指定任期。任期屆滿後可再獲委任。所有董事局成員均不獲酬金。

董事局成員來自不同界別，並擁有豐富的相關專業知識及經驗。其中2名成員來自政府，其餘11名成員來自不同的業務範疇，包括資訊科技、金融、商業、會計、測量及學術界。各董事局成員的履歷詳情刊載於年報第20至27頁的「董事局」一欄。

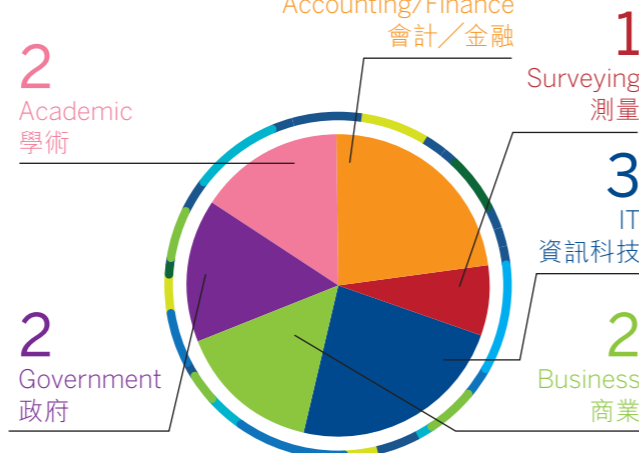
## Board Composition 董事局成員組合 (as of 31 July 2015) (截至2015年7月31日)



## Experience on HKCMCL Board 出任本公司董事局的經驗



## Profile 背景



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

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

## 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, with diverse backgrounds, have both the breadth and depth of relevant experience to steer and oversee the business of the Company, so as to ensure that value is delivered in a sustainable manner and the Company's interest is protected. The current mix of our Board Members is balanced, and well represented by IT professionals, business executives, government representatives and other industry professionals and leaders.

## Induction and Training

On appointment to the Board, each newly appointed Board Member is given a comprehensive, formal and tailored induction programme. The programme consists of meeting with the Chief Executive Officer ("CEO") and Management, briefings on the Company operations and major developments, and visits to the Company 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.

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

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

## Board Functions

The Board, chaired by Mr Paul Chow, directs the management of the business and affairs of the Company. The overall management of the Company's business is vested in the Board. The Board has delegated the day-to-day management of the Company's business to the Executive Committee, and focuses its attention on providing overall strategic guidance to the Company on its business development, finance as well as oversight over corporate performance and governance. These include financial statements, significant changes in accounting policy, annual budget, certain material contracts, strategies for future growth, major financing arrangements and major investments, corporate governance functions, risk management strategies and treasury policies.

## 董事局多元化

我們深知力求董事局在技巧、知識、經驗和性別各方面均維持適當平衡，對企業管治極為重要。我們的董事局成員擁有多元化的專業背景，並具備廣泛及深厚的相關經驗領導和監督本公司的業務，確保締造持久的價值及保障本公司的利益。現有董事局成員的組合均衡，成員均來自不同業界的專業代表，包括資訊科技專家、商界行政人員、政府代表，以及其他行業的專業人士與領袖。

## 就職及培訓

各新獲委任的董事局成員均獲提供全面、正式及特為其而設的就職計劃。該計劃包括與行政總裁和管理層會面、參加有關本公司營運與重要發展項目的簡報會，並參觀本公司設施，讓董事局新成員了解本公司的目標、策略、業務、營運、內部監控，以及董事的一般及特定職責。

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

我們深知培訓及發展必須持之以恆，故於回顧年度邀請董事局成員出席多個有關資訊科技的論壇及會議。

## 董事局職能

董事局由周文耀先生擔任主席，負責對本公司之業務和事務管理作出指導。董事局肩負起管理本公司的整體業務，並授權執行委員會管理本公司的日常事務，而董事局則專注就業務發展、財務範疇向本公司提供整體策略方針，同時負責監察公司表現及管治，其中包括財務報表、重大會計政策修改、年度財政預算、重要合約、未來發展策略、重大融資安排和投資項目、企業管治功能、風險管理策略及財務政策等。

## Chairman and Chief Executive Officer

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

## Board Processes

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

The schedule of Board and Committee meetings for the following year is usually fixed by the Company Secretary and agreed by the Chairman, before being communicated to other Board Members in the third quarter of each year.

The draft agenda for regular Board meetings is prepared by the Company Secretary and approved by the Chairman of the Board. The agenda together with board papers are sent to all Board Members at least five days before the intended date of the Board meeting.

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

## 主席及行政總裁

主席和行政總裁的職位各不相同並且相互獨立。非執行主席負責管理及領導董事局，為本公司制訂整體方向、策略及政策，以及監察行政總裁的表現。主席除了確保董事局適時獲得有關公司業務的足夠資料外，亦負責領導董事局，並鼓勵所有董事局成員對董事局會議上的討論作出全面而有效的貢獻，確保他們就所有重要及合適的事宜適時交換意見。在主席的領導下，董事局所有決定均根據董事局的共識而作出。行政總裁由董事局委任，並為受薪全職人員，負責管理本公司的日常營運，並須對董事局負責。主席及行政總裁各司其職，以增強獨立性及問責性。

## 董事局議事程序

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

下一年度的董事局及委員會會議之會期一般由公司秘書於每年第三季擬定，並經主席同意後通報董事局其他成員。

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

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

Meeting minutes are sent to Board Members for comment and record within a reasonable time. Matters to be decided at Board meetings are decided by a majority of votes from the Board Members allowed to vote, although the usual practice is that decisions reflect the consensus of the Board. The process of the Board is reviewed from time to time to keep abreast of regulatory changes and best corporate governance practices.

The Company Secretary is responsible for ensuring that the correct Board procedures are followed and advises the Board on all corporate governance matters. All Board Members have access to the advice and services of the Company Secretary. During the reporting period, the Company Secretary undertook over 15 hours of professional training to update her skills and knowledge.

## Board Meetings

During the year under review, four Board meetings were held with an average attendance rate of 79%. Attendance records of individual Board Members are set out on page 73.

A total of 30 Board papers and 16 sets of written resolutions were considered or resolved.

Key matters considered/resolved:

- Cyberport Three-Year Strategic Plan 2014/15–2016/17 – Progress Update
- Annual Budget and Business Plan
- Annual Report and Audited Financial Statements
- Management accounts and reports
- Staff remuneration, pay structure and corporate performance assessment
- Annual pay review
- Performance assessment and bonus for Management
- Corporate goals and performance measures
- Memberships of Board Committees
- Internal Control and Risk and Business Continuity Management
- Annual Review of Corporate Governance Functions
- 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.

董事局會議記錄會在合理時間內送予所有董事局成員，以讓他們提出意見及保存。董事局會議表決事宜均由獲准投票的董事局成員以過半數作出議決，惟慣常情況是董事局根據共識作出決定。董事局會不時檢討運作模式，與時並進，以配合規管轉變及最佳企業管治實務。

公司秘書負責確保遵循正確之董事局程序，並就一切企業管治事宜向董事局提供意見。全體董事局成員均可獲得公司秘書提供意見及服務。於報告期內，公司秘書接受逾15小時專業培訓，以吸收最新之技能及知識。

## 董事局會議

董事局於回顧年度共舉行了4次會議，平均出席率為79%。各成員的出席記錄已刊載於第73頁。

董事局會議共審議30份董事局文件及16份書面決議案。

經董事局審議的主要事項：

- 數碼港三年策略計劃2014/15–2016/17 – 最新進展
- 年度財務預算和業務計劃
- 年報及經審核財務報表
- 管理賬目及報告
- 員工薪酬、薪酬結構及公司表現評估
- 年度薪酬檢討
- 管理層的表現評核及花紅獎金
- 企業目標及表現衡量方法
- 董事委員會成員名單
- 內部監控以及風險與業務持續管理
- 年度檢討企業管治職能
- 重大交易、安排及合約

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

## 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.

During the year, Cyberport Three-Year Strategic Plan 2014/15–2016/17 was reviewed and modified so as to continue its public mission to drive Hong Kong's ICT development and foster IT legends. The Company will continue its investment plan of HK\$200 million over the three-year period to implement strategies to create a One-Stop Platform for ICT start-ups, as well as to engage a greater audience.

## Directors' Responsibility for the Financial Statements

The Board is responsible for preparing the financial statements of the Company. The financial statements are prepared on a going concern basis and give a true and fair view of the state of affairs of the Company, and of the Company's result and cash flows for the year. In preparing the financial statements for the year, the Board has selected appropriate accounting policies and, apart from those new and amended accounting policies as disclosed in the notes to the financial statements, have 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. For both the annual report and financial statements, Management is responsible for finalising them with the external auditor and then the Audit Committee.

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

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

## 策略規劃

董事局持續檢討本公司的策略，從而識別及評估潛在機遇與挑戰，並制定行動計劃為本公司創造及維持長期價值。

年內，本公司已檢討及修訂了數碼港三年策略計劃2014/15–2016/17以繼續履行公眾使命，推動香港資訊及通訊科技行業的發展，成就IT傳奇。本公司將貫徹執行為期三年、耗資二億港元的投資計劃，推行策略規劃，建立一個培育資訊及通訊科技初創企業的一站式平台，將服務範圍推至更廣層面，接觸更多受眾，讓更多人受惠。

## 董事對財務報表的責任

董事局負責編制本公司財務報表。財務報表是按持續經營準則編制，並真實及公平地反映了本公司於本年度之事務狀況、公司經營業績及現金流狀況。在編制本年度之財務報表時，董事局選用合適的會計政策，並貫徹應用（在財務報表附註披露的新訂及經修訂會計政策除外）。各項判斷和估計均已作出審慎合理的評估。

為此，提交予董事局的財務報表均已先由管理層審閱。管理層負責與外聘核數師完成年報及財務報表查核事宜，並再提交予審計委員會審定。

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

董事局成員的責任是確保本公司根據法定要求及適用的會計準則編製年度財務報表。

## Code of Conduct

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 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 Board is collectively responsible for the management and operations of the Company. Board Members, both collectively and individually, are expected to exercise fiduciary duties and duties of skill, care and diligence to a standard at least 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 must take an active interest in the Company's affairs and obtain a general understanding of the Company's business.

Board Members should regularly attend and actively participate 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.

## 道德操守

本公司承諾在向公眾提供產品及服務時，秉承誠實、正直和公平的原則。

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

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

董事局成員可將董事局職能委派他人，但並不就此免除他們的相關責任；如或董事局成員僅透過參加正式會議了解本公司事務，亦並不免除他們所應承擔的責任。董事局成員須至少積極關心本公司之事務，並對公司業務有全面理解。

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

董事局成員在獲委任時、其後每年度以及之後有需要時，均須申報與本公司業務運作有關或可能有關並重要的所有利益。如發現過往申報的資料有任何更改或有任何新利益申報，董事局成員必須盡快通知公司秘書。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。

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. 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.

各董事局成員亦必須根據《公司條例》遵守其持續的披露義務(包括但不限於通知公司秘書其個人資料的變更及/或可能影響其獨立性的情況, 以及向本公司申報其於任何與本公司訂立的交易、安排或合約或擬訂立的交易、安排或合約中的重大利益(如有)的要求規定)。

除得董事局批准外, 董事局成員不得就其在當中擁有權益及其知悉屬重大性質的任何合約、交易、安排或任何其他建議議案進行投票。就此而言, 與董事局成員(包括其任何聯繫人士)有關連的人士之利益均被視為董事局成員本身的利益。在董事局會議過程中, 某董事局成員如不獲准對某項決議作出投票, 則該成員並不計算在該項決議的法定人數內, 惟該成員仍可計算在該次會議所有其他決議的法定人數內。這種做法可減少公司業務與個別董事局成員的其他利益或任命之間可能產生的衝突。

## Board Committees

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

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

- Agendas of Committee meetings are sent to all Board Members
- 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, their memberships, principal duties and key matters considered or resolved during the year.

## 董事委員會

董事局轄下設有4個常務委員會, 分別為執行委員會、審計委員會、薪酬委員會及企業發展委員會。委員會的職權範圍規定了其職能、成員、權力、職責、會議次數和報告職責。各委員會的建議和決定均須向董事局問責。因應本公司的業務經營和發展需要, 各董事委員會的職權範圍將不時作出檢討。

各董事委員會的議事規則均嚴格按照董事局的議事規則進行。董事局及其轄下各委員會之間的連繫如下:

- 各委員會會議議程均送交董事局所有成員
- 所有董事局成員均可以觀察員身分, 出席任何委員會會議
- 董事局成員可向公司秘書查閱任何委員會會議的文件
- 各委員會的完整會議記錄均須送交董事局成員, 以供參考

各董事委員會之詳細資料、成員名單、主要職責及年內審議的主要事項載列如下。

## Executive Committee

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

**Membership:** Six members

**Chairman:** Mr Paul CHOW Man-yiu

**Members:** Ms Rosanna CHOI Yi-tak  
Ms Susie HO Shuk-yee  
Mr Edwin LEE Kan-hing  
Mr Alfred WONG Kwok-kuen  
Mr Peter YAN King-shun

**Meetings:** The Excom convened 10 meetings during the year with an average attendance rate of 85%. A total of 43 Excom papers were considered or resolved. Attendance records of individual members are set out on page 73.

### Principal duties:

- Exercise the functions and responsibilities of the Board between regular Board meetings
- Serve as a sounding board for the Chairman of the Board in the leadership and oversight of the business and affairs of the Company
- Help coordinate the activities among Board Committees
- 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:

- Review of Annual Budget and Mid-Year Forecast
- Monthly management accounts and report
- Review and approval of Company policies
- Review of investment strategies and performance of the Company’s investment portfolio
- Review of strategic cooperative agreements
- Approval of material tenders, programmes and contracts

## 執行委員會

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

**成員名單：** 6名

**主席：** 周文耀先生

**成員：** 蔡懿德女士  
何淑兒女士  
李根興先生  
黃國權先生  
任景信先生

**會議：** 執行委員會於年內共召開了10次會議，平均出席率為85%，共審議43份執行委員會文件。各成員的出席記錄刊載於第73頁。

### 主要職責：

- 在董事局舉行定期會議以外的時間，履行董事局的職能和責任
- 輔助董事局主席領導及監督本公司的業務和事務
- 協調各董事委員會之間的工作
- 檢討及審核本公司之政策
- 監督年度財政預算
- 檢討及審核本公司之投資策略
- 監察本公司策略計劃的執行情況，以及公司所有業務單位之運作
- 為執行和實施經核准的業務計劃及企業發展策略，計劃和分配人力、財務和其他資源

### 經審議的主要事項：

- 檢討年度財政預算和中期預測
- 每月管理賬目及報告
- 檢討和審核公司政策
- 檢討投資策略及本公司投資組合之表現
- 審閱策略合作協議
- 審批重大招標項目、計劃和合約

## 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 Company’s financial statements and the application of financial reporting principles, and the Company’s relationship with the external and internal auditor.

**Membership:** Five members

**Chairperson:** Ms Rosanna CHOI Yi-tak

**Members:** Mr LAU Chun-kong  
Mr Douglas SO Cheung-tak  
Ms Jeny YEUNG Mei-chun  
Mr Damian LEE Kwok-hung  
(government representative)

**Meetings:** The AC convened three meetings during the year with an average attendance rate of 78%. A total of eight AC papers were considered or resolved. Attendance records of individual members are set out on page 73.

### 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
- Appointment of external auditor and approval of audit fee and non-audit services
- Annual corporate governance, risk management and internal control review
- Annual internal audit programme and internal audit reports
- Adequacy of resources and effectiveness of the internal audit function

## 審計委員會

審計委員會負責監察及檢討本公司在內部監控、風險管理制度、遵守規管要求及本公司內部審計功能之成效，亦負責監察本公司財務報表之完整性、財務匯報原則之應用及本公司與外聘核數師及內部審計師之關係。

**成員名單：** 5名

**主席：** 蔡懿德女士

**成員：** 劉振江先生  
蘇彰德先生  
楊美珍女士  
李國雄先生  
(政府代表)

**會議：** 審計委員會於年內共召開了3次會議，平均出席率為78%，共審議8份審計委員會文件。各成員的出席記錄刊載於第73頁。

### 主要職責：

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

### 經審議的主要事項：

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

## Remuneration Committee

The Remuneration Committee (“RC”) 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:** Five members

**Chairman:** Mr Peter YAN King-shun

**Members:** Mr Humphrey CHOI Chor-ching  
Ms Susie HO Shuk-yee  
Mr Douglas SO Cheung-tak  
Ms Jeny YEUNG Mei-chun

**Meetings:** The RC convened three meetings during the year with an average attendance rate of 87%. A total of six RC papers were considered or resolved. Attendance records of individual members are set out on page 73.

### Principal duties:

- Review staffing, remuneration and employment policies and strategies
- Advise the Board on staff-related issues, including annual corporate goals and performance measures, grading and pay structure, variable compensation and retirement schemes
- Review the criteria for assessing employee performance and make recommendations to the Board
- Review the salary increase and annual performance bonus for the senior executives and general staff and make recommendations to the Board
- Review the performance of the CEO, COO, CFO, CTO and the Company, with reference to the Board’s approved Key Performance Indicators (“KPIs”) and objectives

### Key matters considered/resolved:

- Pay and grade structure
- Annual review of staff remuneration
- Annual corporate performance assessment and award of variable compensation for staff
- Staff benefits and retirement benefits
- Corporate goals and performance measurements
- Performance review of the CEO, COO, CFO and CTO and their variable compensation

## 薪酬委員會

薪酬委員會負責按照本公司的整體目標，就企業架構以及有關員工編制、薪酬福利、員工招聘、紀律及解僱方面的政策向董事局提出建議。

**成員名單：** 5名

**主席：** 任景信先生

**成員：** 蔡楚清先生  
何淑兒女士  
蘇彰德先生  
楊美珍女士

**會議：** 薪酬委員會於年內共召開了3次會議，平均出席率為87%，共審議6份薪酬委員會文件。各成員的出席記錄刊載於第73頁。

### 主要職責：

- 檢討員工編制、薪酬福利和招聘政策及策略
- 就與員工相關的事宜向董事局提出意見，其中包括年度企業目標、表現衡量方法、職級及薪酬結構、浮動薪酬及退休福利計劃
- 檢討員工表現的評估準則，並向董事局提出建議
- 審核高層管理人員和一般職員的加薪和年度表現獎金花紅，並向董事局提出建議
- 按照由董事局通過的主要表現指標及目標，就行政總裁、營運總監、財務總監、技術總監和公司的表現作出檢討

### 經審議的主要事項：

- 薪酬及職級結構
- 員工薪酬福利的年度檢討
- 年度企業表現評估和員工浮動薪酬
- 員工福利及退休福利
- 企業目標及表現衡量方法
- 就行政總裁、營運總監、財務總監和技術總監的表現及其浮動薪酬進行檢討

## Entrepreneurship Committee

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

**Membership:** Six members

**Chairman:** Mr Alfred WONG Kwok-kuen

**Members:** Professor Philip CHAN Ching-ho  
Mr Edwin LEE Kan-hing  
Mr Gabriel PANG Tsz-kit  
Mr Peter YAN King-shun  
Mr Damian LEE Kwok-hung  
(government representative)

**Meetings:** The EC convened four meetings during the year with an average attendance rate of 74%. A total of 13 EC papers were considered or resolved. Attendance records of individual members are set out on page 73.

### Principal duties:

- Oversee the administration and management of the startup 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 tech start-ups through the Cyberport Incubation Programme
  - Boosting tech start-ups’ fundraising capability
- Approve the appointment and composition of the Entrepreneurship Centre Advisory Group (“ECAG”) which comprises venture capitalists, business executives, ICT industry professionals, academics, and trade association members
- Approve applications recommended by the vetting committee for the start-up and entrepreneurship programmes of the Company
- Monitor and review the progress of the start-up enterprises of the programmes

## 企業發展委員會

企業發展委員會負責監察由本公司所推行關於初創企業及企業發展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」。

**成員名單：** 6名

**主席：** 黃國權先生

**成員：** 陳正豪教授  
李根興先生  
彭子傑先生  
任景信先生  
李國雄先生  
(政府代表)

**會議：** 企業發展委員會於年內共召開了4次會議，平均出席率為74%，共審議13份企業發展委員會文件。各成員的出席記錄刊載於第73頁。

### 主要職責：

- 監察由本公司所推行的各項初創企業及企業發展計劃之行政及管理事宜
- 監察及檢討有關以下三大範疇之業務或財務計劃及建議書、行政事宜、業務方向及策略：
  - 透過「數碼港創意微型基金」激發創意
  - 透過「數碼港培育計劃」扶植科技初創企業
  - 促進初創企業募集資金能力
- 審批企業發展中心顧問團的組成及成員委任，其成員包括創投資本家、商界行政人員、資訊及通訊科技業界專業人士、學者及貿易商會成員
- 審批本公司初創企業及企業發展各項計劃中，由評審委員會推薦的申請名單
- 監察及檢討參與計劃的起步企業的發展進度



## Key matters considered/resolved:

- Guangdong — Hong Kong ICT Young Entrepreneur Programme
- Shenzhen — Hong Kong ICT Young Entrepreneur Programme
- Amendments to Guides and Notes for the Applicants — CCMF and Cyberport Incubation Programme
- Proposal to revise the Team Composition Requirement in the Cross-Border Programmes of CCMF Scheme
- Amendments of Terms of Reference of ECAG
- Cyberport University Partnership Programme
- Vetting of Cyberport Incubation Programme and CCMF applications

## 經審議的主要事項：

- 粵港 ICT 青年創業計劃
- 深港 ICT 青年創業計劃
- 「數碼港創意微型基金」及「數碼港培育計劃」申請人指引的修訂
- 「數碼港創意微型基金」屬下跨港計劃之團隊組成規定的修訂建議
- 企業發展中心顧問團職權範圍的修訂
- 數碼港大學合作夥伴計劃
- 「數碼港培育計劃」及「數碼港創意微型基金」申請者的評審事宜

## Meeting Attendance (1 April 2014 to 31 March 2015)

## 會議出席記錄 (2014年4月1日至2015年3月31日)

Types of meetings 會議類型	Board 董事局	Excom 執行委員會	AC 審計委員會	RC 薪酬委員會	EC 企業發展委員會
<b>Board Members 董事局成員</b>					
<b>Paul Chow</b> 周文耀	4/4	10/10	–	–	–
<b>Philip Chan</b> 陳正豪 (Appointed as Director on 5 June 2014) (於2014年6月5日獲委任為董事)	2/4	–	–	–	2/3 <sup>1</sup>
<b>Rosanna Choi</b> 蔡懿德	4/4	8/8 <sup>1</sup>	3/3	–	–
<b>Humphrey Choi</b> 蔡楚清 (Appointed as Director on 5 June 2014) (於2014年6月5日獲委任為董事)	3/4	–	–	3/3 <sup>1</sup>	–
<b>Susie Ho</b> 何淑兒 (including attendance by alternate) (包括其替任董事之出席次數)	4/4	10/10	–	3/3	–
<b>George Hongchoy</b> 王國龍	2/4	1/1 <sup>2</sup>	– <sup>2</sup>	–	–
<b>Herman Hu</b> 胡曉明 (Retired from the Board on 4 June 2014) (於2014年6月4日退任董事)	–	–	0/1 <sup>3</sup>	–	–
<b>Edwin Lee</b> 李根興	3/4	7/8 <sup>1</sup>	–	–	4/4
<b>Lee Shing-see</b> 李承仕 (Retired from the Board on 4 June 2014) (於2014年6月4日退任董事)	–	1/2 <sup>3</sup>	–	– <sup>3</sup>	–
<b>Gabriel Pang</b> 彭子傑	3/4	–	–	–	1/4
<b>Douglas So</b> 蘇彰德	4/4	–	2/3	1/3	–
<b>Elizabeth Tse</b> 謝曼怡 (including attendance by alternate) (包括其替任董事之出席次數)	4/4	–	–	–	–
<b>Alfred Wong</b> 黃國權	3/4	7/10	–	–	4/4
<b>Peter Yan</b> 任景信	3/4	6/10	–	3/3	3/4
<b>Jeny Yeung</b> 楊美珍	2/4	–	2/2 <sup>1</sup>	2/3	–

Notes:

- Appointed as a member of the Committee on 26 June 2014.
- Ceased to be a member of the Committee on 14 May 2014.
- Ceased to be a member of the Committee on 4 June 2014.

附註：

- 於2014年6月26日獲委任為委員會成員。
- 於2014年5月14日退任委員會成員。
- 於2014年6月4日退任委員會成員。

## Meeting Procedures

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 financial statements on page 110.

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.

## Internal Control and Risk Management

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

KPMG was re-appointed as the Company's external auditor to conduct the audit of its financial statements.

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

## 會議程序

董事局及各個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。相關董事局／委員會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／委員會會議上匯報進度。

## 管理層及員工

本公司管理層及員工在行政總裁領導下，負責管理本公司的日常運作，以及執行由董事局制定的策略及發展方向。本公司參考經董事局批准之主要表現指標及目標檢討管理層表現。本公司5名最高薪員工的每年薪酬等級，已於本報告第110頁的財務報表附註8中披露。

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》(《守則》)內詳細列明。《守則》內容涵蓋防止賄賂、利益衝突、接受餽贈及利益、處理機密資料及保密、知識產權以及職外業務或僱用多個範疇，而本公司將定期檢討《守則》內容並作出相應調整。此外，本公司並定期邀請廉政公署派員向員工講解有關防止賄賂及利益衝突等問題，並不時提醒員工務必遵守《守則》的規定。

## 內部監控及風險管理

本公司恪守企業管治最高水平，致力提高機構的透明度及問責性，而外部審計和內部審計系統正可落實這宗旨。

## 外部審計

畢馬威會計師事務所再獲委任為本公司之外聘核數師，負責審核本公司之財務報表。

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

For the years ended 31 March 2014 and 2015, there was no non-audit service provided by KPMG.

## 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. The Audit Committee directly oversees the work performed by the internal auditor. Independent reviews of financial, business and functional operations and activities have been conducted with a focus on higher risk areas of the Company. The internal audit plan is reviewed and agreed to by the Audit Committee in advance. 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.

## Whistle-blowing Policy

The Company has a formal whistle-blowing policy in place to encourage and guide its staff to raise serious concerns internally in a responsible manner, without any risk of retribution.

## Transparency

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

To enhance transparency 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 73.

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-newsletter(s), 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 make use of online media such as Facebook, LinkedIn and Twitter for promotions and information dissemination.

## 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.

畢馬威會計師事務所於截至2014年及2015年3月31日止年度並無提供非審計服務。

## 內部審計

內部審計主要負責檢討內部監控程序是否足夠及具有成效，並負責監察員工是否依循相關程序執行。本公司外判了內部審計部門的職能予一間獨立專業諮詢公司，藉以監察本公司的內部管治，並為董事局提供評審管理層建立及執行風險管理及內部監控的基礎。內部審計師之工作均由審計委員會直接監督。內部審計師就本公司的財務、業務運作和各業務單位的運作和活動中較高風險的部分進行獨立審計。各項審計方案須先經審計委員會批准。審計委員會每年審核內部審計結果，並評估其對公司的影響及管理層建議之應對方案。

## 內部舉報政策

本公司備有正式的內部舉報政策，鼓勵及指導員工以負責任的態度向內部提出認真關注的事宜，而不存在遭到事後追究的風險。

## 透明度

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

為提高透明度及公開程度，本公司主動披露遵守香港聯合交易所有限公司證券上市規則附錄14所載之《企業管治守則》情況。董事局及轄下委員會各成員的會議出席記錄亦詳列於本報告第73頁。

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

## 授權制度

董事局的職權及其授予委員會及管理層的職權已清晰界定，並列載於授權政策。本公司不時檢討授權制度，以確保配合業務及運作需要。

## 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 except for those as set out below:

## 企業管治措施

儘管本公司無須遵行《企業管治守則》，但我們已將守則條文的原則付諸實行，並主動遵行守則條文的規定，惟以下除外：

Code Provisions 守則條文	Reason for Deviation 偏離原因
A.4.1 Non-executive directors should be appointed for a specific term, subject to re-election.  非執行董事的委任應有指定任期，並須接受重新選舉。	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.  這項規定不適用於本公司。董事的任期一般為2年(或根據委任函內的指定任期)。董事無須按重選連任，但可由股東重新委任。
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.  這些守則條文有關委任董事以填補臨時空缺、委任獨立非執行董事，以及董事的輪流退任。	These provisions are not applicable to the Company. Pursuant to the Company's Articles of Association, directors are appointed by shareholders.  這些規定不適用於本公司。根據本公司之《公司章程》，董事由股東委任。
A.5.1 to A.5.6 These code provisions deal with the nomination committee.  這些守則條文與提名委員會有關。	These provisions are not applicable to the Company since the Chairman and other directors are appointed by the shareholders.  這些規定不適用於本公司，因主席及其他董事均由股東委任。

Code Provisions 守則條文	Reason for Deviation 偏離原因
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.  董事必須遵守進行證券交易的《標準守則》，而董事局亦應就相關僱員買賣公司證券事宜設定指引。	This provision is not applicable because all of the Company's shares are beneficially owned by the HKSAR Government and are not publicly traded.  這項規定不適用於本公司，因本公司所有股份均由香港特區政府持有，並不作公開買賣。
B.1.2 The Remuneration Committee should make recommendation to the Board on policy and package for all remuneration of directors.  薪酬委員會須就所有董事局成員的薪酬政策及待遇向董事局提出建議。	This provision is not applicable to the Company because Board Members do not receive any remuneration.  這項規定不適用於本公司，因董事局成員並不收取任何薪酬。
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 auditors.  此守則條文涉及有關董事局和審計委員會對外聘核數師持不同意見時，在企業管治報告上的報告要求。	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.  這項規定不適用於本公司，因迄今董事局及審計委員會之間不曾在這方面持不同意見。
E1.1 to E1.4 & E.2.1 These code provisions deal with the proceedings for annual general meetings.  這些守則條文與股東周年大會的程序有關。	These provisions are not applicable to the Company as the Company is wholly owned by the HKSAR Government via Financial Secretary Incorporated and Resolutions in Writing in lieu of annual general meetings is adopted.  這些規定不適用於本公司，因為本公司是由香港特區政府透過財政司司長法團全資擁有。另外，本公司之股東周年大會是採用書面決議案形式替代。