

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.

Vision, Purpose, Corporate Strategy, Values and Culture

The Company’s **vision** is to be the hub for digital technology and thereby creating a new economic driver for Hong Kong.

The Company’s **purpose** is to support and promote the innovation and technology (“I&T”) development in Hong Kong through the creation of a comprehensive ecosystem of digital technology companies. The Company is committed to nurturing a vibrant tech ecosystem by cultivating talent; promoting entrepreneurship among the youth; supporting start-ups on their growth journeys; fostering industry development by promoting collaborations with local and international partners; and integrating new and traditional economies by accelerating digital adoption in the public and private sectors.

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 for 2020/21 – 2022/23 was set in the 2019/20, whereby the Board has steered the Company to strategically focus on talent cultivation and development, industry development, integration of new and traditional economies. Progress of implementation of the key initiatives in the strategic plan was reported to and reviewed by the Board Members. During the year, the Board has discussed the setting of the strategic development for 2023/24 – 2025/26.

Wholly owned by the Government, the Company is committed to upholding high standards of corporate governance, and adheres to the principle of honesty, integrity and fair play in its operations. The Company, steered by the Board Members, is managed by a group of high calibre who shares the same vision and with whom the Company attaches great importance. Respect for and trust in the team are an integral part of corporate **culture**. In addition, the Company communicates and works with various stakeholders whose support and advice would contribute to accomplishing its vision.

Cyberport’s **values** of integrity, openness, and making a difference form the foundation for executing its strategies. Under the guidance of a Board of Directors, Cyberport is committed to maintaining and upholding high standards of corporate governance, and has adopted accountability, transparency, fairness, ethics and integrity as the cornerstones of its corporate governance framework, enabling Cyberport to accomplish its public missions, attain long-term and sustainable growth.

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,亦是履行公众使命、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。

愿景、目标、企业策略、价值与文化

本公司的**愿景**是成为数码科技枢纽,为香港缔造新经济动力。

本公司的**目标**是透过建立全面的数码科技公司生态圈,支持及促进香港创新科技发展。本公司致力培训科技人才、鼓励年轻人创业、扶植初创企业,创造蓬勃的创科生态圈;透过与本地及国际伙伴合作,促进科技产业发展;同时加快公私营机构采纳数码科技,推动新经济与传统经济融合。

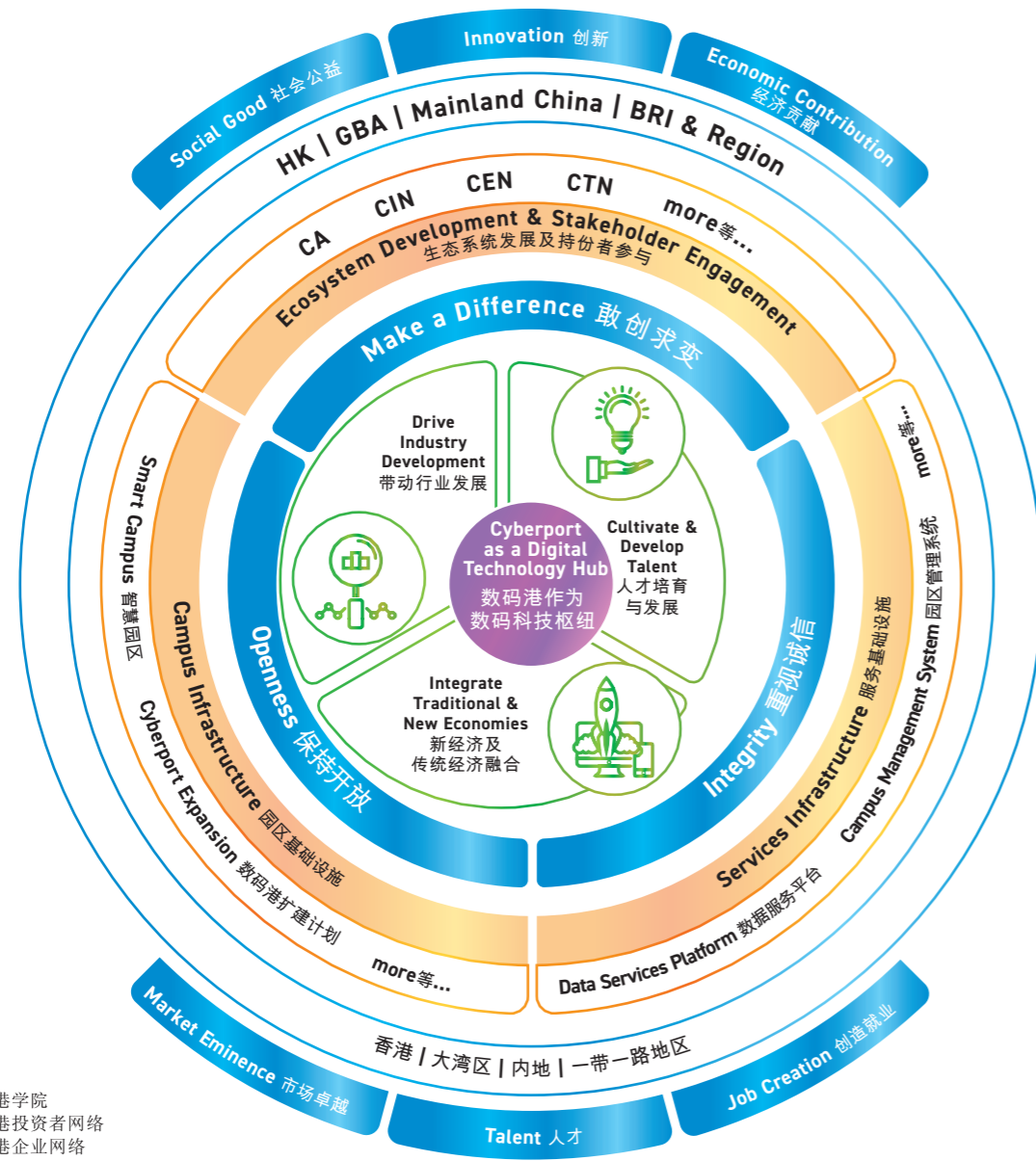
董事局持续检讨本公司的**策略**,从而识别和评估潜在的机遇和挑战,并制定行动计划为本公司缔造和保留长期价值。数码港已于2019/20年度制定2020/21年度至2022/23年度三年策略计划方向,据此本公司在董事局的带领下策略性专注于人才培养与发展、行业发展、新经济与传统经济融合。策略计划内各项主要措施的实施进度须向董事局成员汇报,并由其审阅。于本年度,董事局已讨论制定2023/24年度至2025/26年度策略发展。

本公司由政府全资拥有,致力维持高水平的企业管治,业务营运秉承诚实、诚信及公平的原则。本公司由董事局成员领导,并由尤受重视的优秀的团队管理,共同迈向愿景。团队尊重及信任是企业文化不可或缺的一部分。此外,本公司与持份者沟通合作,彼等的支持及意见有助本公司达成愿景。

数码港秉持重视诚信、保持开放、敢创求变的价值,作为执行策略的基础。在董事局的指导下,数码港致力维持并奉行卓越的企业管治,并一直以问责性、具透明度、处事公允、注重道德操守及诚信作为其企业管治架构的基石,使数码港能够履行公众使命,实现长期及可持续增长。

The vision, corporate strategy, values and culture of the Company is illustrated in the diagram below:

本公司的愿景、企业策略、价值与文化如下图所示：



CA 数码港学院
CIN 数码港投资者网络
CEN 数码港企业网络
CTN 数码港科技网络

Business model

Cyberport offers entrepreneurial programmes with funding and mentorship to meet the needs of entrepreneurship at different stages of development. Cyberport leverages its support networks (i.e. Cyberport Enterprise Network (CEN), Cyberport Investors Network (CIN), Cyberport Technology Network (CTN), and Cyberport Professional Services Network (CPN)) and continuously collaborates with the Government, industry, academia, and research sectors, to develop local, Mainland and overseas partnerships and create a favourable environment for the growth of start-ups and technology companies. Cyberport runs on a self-sustaining model that powers its public mission activities with incomes received from its commercial operations of grade-A intelligent office buildings, technology infrastructure, a retail complex, and a five-star hotel. Cyberport's smart campuses adopt various technological solutions to enhance effectiveness and provide application scenarios to showcase start-up solutions, while providing a conducive atmosphere for innovation, and community to exchange ideas and seek collaborations.

商业模式

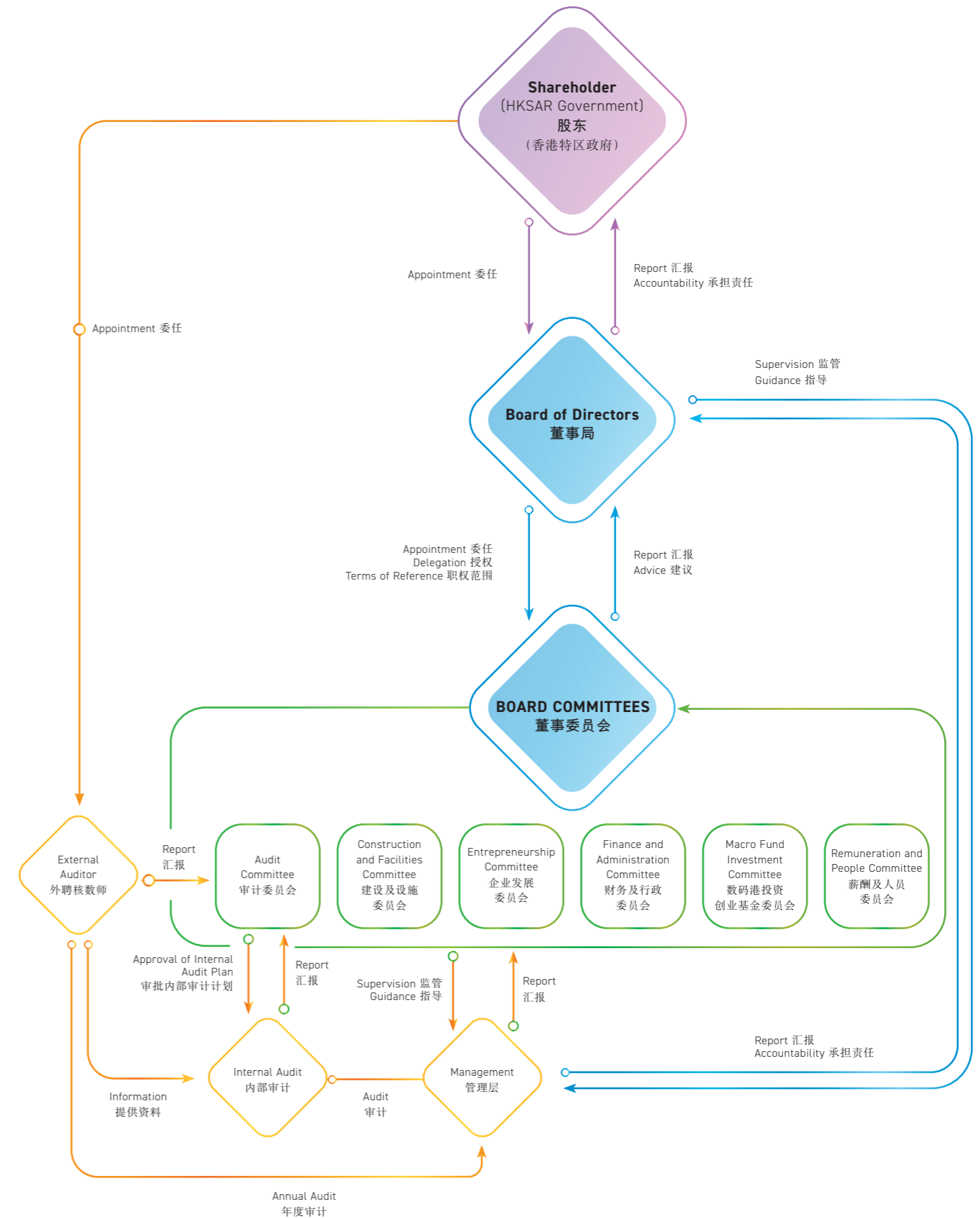
数码港为初创企业计划提供资助和指导，以满足不同发展阶段的创业需要。数码港借助其支援网络（即“数码港企业网络（CEN）”、“数码港投资者网络（CIN）”、“数码港科技网络（CTN）”及“数码港专业服务网络（CPN）”，并与政府、业界、学术界及研究部门持续合作，发展本地、内地及海外合作伙伴关系，营造有利于初创和科技公司成长的环境。数码港以自负盈亏的模式营运，透过其甲级智能写字楼、科技基建、零售购物中心及五星级酒店的商业营运收入支持公众使命活动。数码港的智慧园区采用多种技术方案提升效益，并提供应用场景以展示初创方案，同时提供有利创新氛围，让园区交流意见并寻求合作。

Corporate Governance Structure

(As of 31 March 2023)

企业管治架构

(于2023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 devoted 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 on a timely basis, the Chairman provides leadership for the Board, and ensures views on all key and appropriate issues are discussed in a timely manner by encouraging all Board Members to make a full and active 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.

The Chairman, the CEO and other Board Members do not have any financial, business, family, material or other relevant relationships with each other.

Board Composition

As at the date of this Annual Report, the Board comprised of 15 Directors, of whom all are Non-executive Directors and 14 Directors are considered independent, Mr Simon CHAN Sai-ming (Chairman), Professor Karen CHAN Kay-in, Professor Christopher CHAO Yu-hang, Ms Ivy CHEUNG Wing-han, Mr Jack KONG Jianping (appointed on 1 April 2023), Hon LAU Kwok-fan, Dr Michael LEUNG Kin-man, Ms Erica MA Yun, Mr Victor NG Chi-keung, Dr Derrick PANG Yat-bond (appointed on 1 April 2023), Mr Hendrick SIN, Dr Charleston SIN Chiu-shun, Ms Maggie TSOI Tsz-shan and Mr Eric YEUNG Chuen-sing. The public officer serving on the Board is the Permanent Secretary for Innovation and Technology (re-titled as Permanent Secretary for Innovation, Technology and Industry with effect from 1 July 2022), Mr MAK Tak-wai (appointed on 20 July 2022). This structure effectively ensures the independence, objectivity

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，并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投入足够时间参与本公司的事务。所有董事局成员均可借参与常规董事局会议及定期收取财务及业务更新资料，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。

本公司已为各董事及高级职员作适当的投保安排，以保障董事局成员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充足资料外，亦负责领导董事局，并鼓励所有董事局成员全力投入董事局事务，确保及时就所有重要的适当事宜进行讨论。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。

主席、行政总裁及其他董事局成员彼此之间并无任何财务、业务、家族、重大或其他相关关系。

董事局的组成

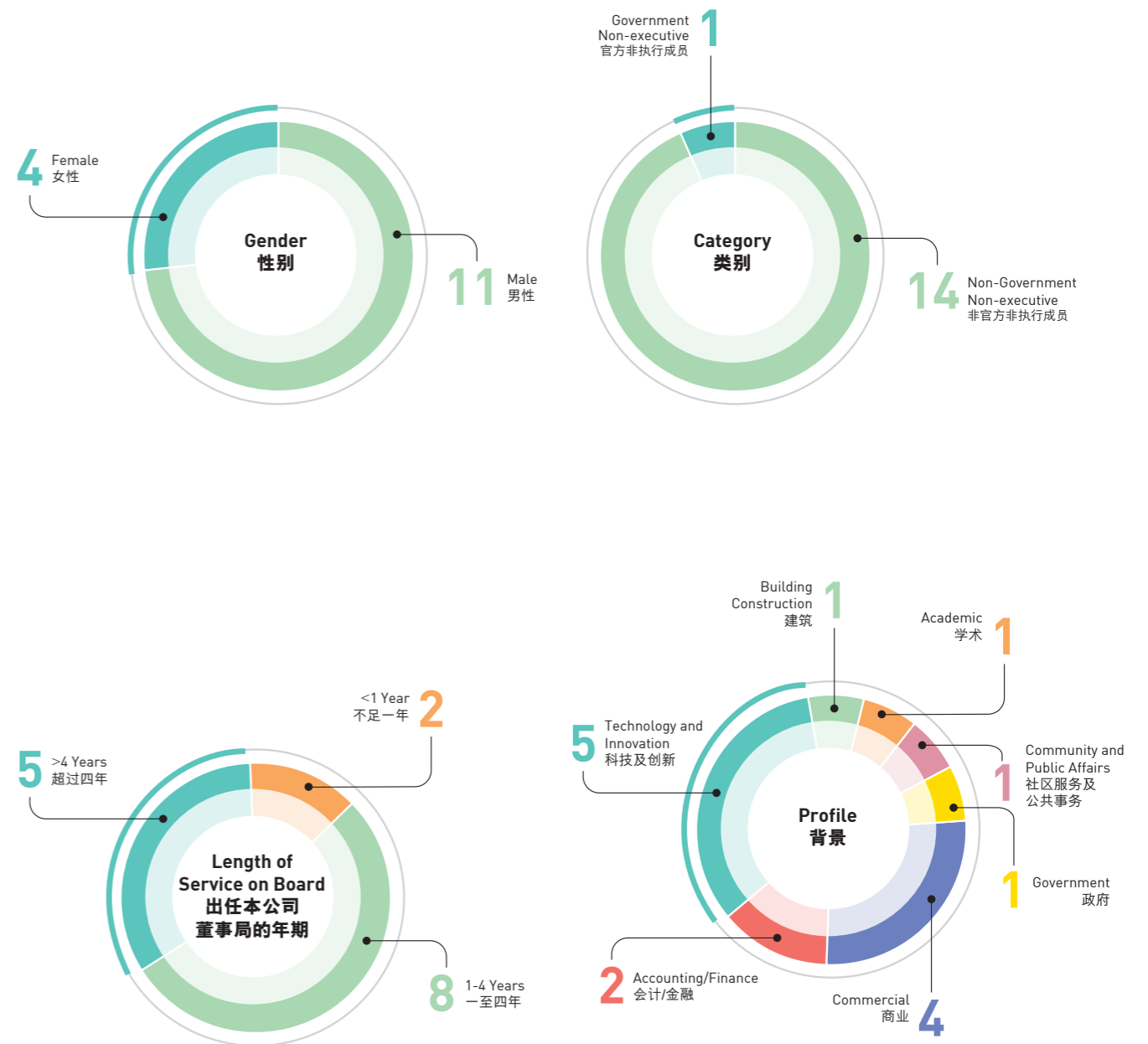
于本年报日期，董事局共有15名董事，均为非执行董事及14名董事被视为独立，计有陈细明先生（主席）、陈嘉贤教授、赵汝恒教授、张颖娴女士、孔剑平先生（于2023年4月1日获委任）、刘国勋议员、梁建文博士、马殷女士、伍志强先生、彭一邦博士（于2023年4月1日获委任）、冼汉迪先生、冼超舜博士、蔡芷珊女士及杨全盛先生。在董事局任职的公职人员是创新及科技局常任秘书长（自2022年7月1日起改称创新科技及工业局常任秘书长）麦德伟先生（于2022年7月20日获委任）。这架构有效地确保董事局决策过程及对管

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.

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.

理层监督的独立性、客观性及公正性。非执行董事带来外界观点与想法，理性正面地质询和就方案或策略提供意见。

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。



Diversity

Board

The Company recognises the importance of ensuring an appropriate balance of skills, knowledge, experience, and gender on the Board to its corporate governance. The Board includes one member from the Government, with others coming from various business fields. These include technology and innovation, accounting and finance, commercial, building construction, public affairs, and academics, demonstrating the breadth and depth of relevant experience to steer and oversee the business of the Company.

The Company has all along supported women's participation in Hong Kong's information and communications technology ("ICT") sector. Among the non-Government directors, the gender ratio for female directors is around 35% as of 31 March 2023. The Company will endeavour to promote gender diversity on its board. Other factors such as skills, experience and diversity of perspectives appropriate to the Company's business are also considered when deciding on appointments to the Board and the continuation of those appointments. The mix of the 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.

Staff

The importance of gender diversity at Cyberport Board level is extended throughout the organisation. A diverse workforce supports high performance and ability to co-operate effectively with various stakeholders. As of 31 March 2023, 50.3% and 49.7% of the Company's staff were male and female respectively. The Company aims to achieve a balance of gender and will review regularly to ensure a balanced ratio.

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 strategic planning, financial and business development, corporate governance, oversight of risk management and internal control, human resources and remuneration issues, and scrutinises performance, while monitoring performance reporting.

Management is responsible for the day-to-day operations of the Company. At 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 business outlook. Together with discussions at Board meetings, 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. Such actions facilitate directors to gain a balanced and comprehensive assessment of the Company's performance, business operations, financial position and prospects throughout the year. Moreover, all Board Members have separate and independent access to Management for obtaining necessary information.

成员多元化

董事局

本公司深明董事局在技能、知识、经验和性别各方面均维持适度平衡，对企业管治极为重要。董事局其中一名成员来自政府，其余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、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。

本公司一直支持女性投身香港资讯及通讯科技行业。于2023年3月31日，女性董事占非官方董事的比例约35%。本公司将致力促进董事局性别多元化。于决定委任及续任董事局成员时，其他因素（例如适用于本公司业务的技能、经验及多元化观点）亦会考虑。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。本公司亦于其网站(www.cyberport.hk)上载最新董事局成员名单，列明彼等的角色和职能。

员工

性别多元化在数码港董事局层面的重要性已延伸至整个组织。多元化的员工团队支持卓越表现和与各持份者有效协作的能力。于2023年3月31日，本公司的员工男性占50.3%，女性占49.7%。本公司致力维持性别均衡，并会定期评估以确保比例均衡。

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。董事局专注就策略规划、财务及业务发展、企业管治、监督风险管理及内部监控、人力资源及薪酬事宜向本公司提供整体策略指引，同时审视绩效及监察绩效的汇报。

管理层负责本公司的日常营运。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、企业责任和业务前景。连同董事局会议的讨论，董事局成员能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资料。这些举措有助董事对本公司全年的表现、业务营运、财务状况和前景展望作出公正和全面的评估。再者，所有董事局成员均有自行接触管理层的独立途径，以获取所需资料。

Board Proceedings

There are at least four regular Board Meetings each year. Additional Board or Committee meetings to consider specific matters can be convened when necessary. All Board Members have full and timely access to board papers, minutes and all relevant information, and may seek 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.

The 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/Committee 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/Committee meetings in person or through electronic means of communication.

Matters to be resolved at Board/Committee meetings are decided by a majority of votes from the Board/Committee Members allowed to vote, although the usual practice is that decisions reflect the consensus of the Board/Committee. The proceedings of the Board are reviewed from time to time to keep abreast of regulatory changes and best corporate governance practices.

Board Meetings

During the year, the Board held four meetings with overall attendance of 86.7%.

Key matters considered/resolved:

- Strategic plan and objectives
- Annual financial plan and performance targets
- Annual report, audited financial statements, environmental, social and governance report, and corporate governance report
- Management accounts and reports
- Oversight of Management
- Performance assessment of Management
- Realignment of organisation functions
- Transactions, arrangements, and contracts of significance

Board Independence

The Company has maintained arrangements in place to ensure that independent views and input are available to the Board. As of 31 March 2023 and as at the date of this Annual Report, all Board members are Non-executive Directors. Board Members are required to declare any interests that are or may be relevant and material to the business and operations of the Company on their first appointment, on an annual basis, and as and when necessary thereafter. Policies governing conflict of interest are clearly set out in the Director's Code of Conduct.

The Chairman encourages Board Members with different views to voice their concerns, to promote diversity of thought and independence of judgement. To facilitate Board Members to discharge their duties and identify and understand issues quickly, Management provides the Board Members with all relevant documents and information in a timely manner, with a view to enabling the Board Members to exercise independent judgement, contribute to discussions and make informed, resilient decisions. To facilitate these objectives, Board

董事局议事程序

董事局每年至少召开四次常规会议，并可视乎需要另行召开额外的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董事会文件、会议记录等所有相关资料。如有需要，董事局成员可按照既定程序，寻求独立专业意见，以履行其职务及职责，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／委员会主席及行政总裁后拟定。议程和会议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。

董事局成员可亲身或透过电子通讯方式出席董事局／委员会会议。

将于董事局／委员会会议表决之事宜均由获准投票的董事局／委员会成员以过半数作出决议，惟惯常情况是议决的决定乃根据董事局／委员会的共识而作出。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常规。

董事局会议

于本年度，董事局共召开了4次会议，整体出席率达86.7%。

经审议／议决的主要事项：

- 策略计划及目标
- 年度财务计划及表现目标
- 年报、经审计财务报表、环境、社会及管治报告及企业管治报告
- 管理账目及报告
- 监督管理层
- 管理层表现评核
- 组织职能调整
- 重大交易、安排及合约

董事局独立性

本公司已设有安排，确保董事局可获得独立的观点和意见。于2023年3月31日及于本年报日期，所有董事局成员均为非执行董事。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。规管利益冲突的政策已明确列于董事行为守则。

主席鼓励持不同意见的董事局成员表达其关注的事宜，以促进多元意见及独立判断。为使董事局成员履行职责，并迅速识别和理解问题，管理层适时向董事局成员提供所有相关文件及资料，使董事局成员能够行使独立判断、于讨论中作出贡献，并作出知情沉稳的决定。为实现这些目标，董事局成员有权就将于董事局／董事委员会会议上讨论的事宜向管理层索取进

Members are entitled to seek further information from Management on the matters to be discussed at meetings of the Board/Board Committees, and/or to seek assistance from the Company Secretary who will be co-ordinating between the Board Members and Management to deal with any queries from the Board Members, or seek independent professional advice in appropriate circumstances at the Company's expense to discharge their duties.

In addition, a dedicated meeting session between Chairman and Board Members without the presence of Management provides an exclusive platform for Board Members to discuss human resources matters, raise concerns, exchange views, and discuss issues about the Company or its business.

Taking into account the implementation of the above arrangements, the Company considers the mechanism for ensuring the availability of independent views and input to the Board remains effective.

Directors' Induction 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 meetings with the CEO and Management, briefings on the Company's operations and major developments, and visits to the Company's facilities. Induction programmes aim to facilitate new Board Members to familiarise themselves with the Company's objectives, strategies, business, operations, internal controls, and policies, as well as the general and specific responsibilities 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 (policies governing conflict of interest, along with anti-bribery and anti-corruption guidelines), 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.

To keep Board Members abreast of the latest policy and industry settings of I&T, a workshop for the Board was arranged in November 2022 which covered topics of global trends, national and local policies, and regional dynamics of I&T development. Board Members actively participate in Cyberport's signature events, such as the Digital Entertainment Leadership Forum and the Cyberport Venture Capital Forum, to exchange ideas and gain insights on I&T development.

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, fairness, and impartiality 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 equal to those of Hong Kong laws.

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.

一步资料，及／或要求公司秘书协助，后者将协调董事局成员及管理層处理董事局成员的任何查询，或适时寻求独立专业意见来履行其职责，费用由本公司承担。

此外，主席与董事局成员有特定会议环节而管理层不会列席，为董事局成员讨论人力资源事宜、提出关注、交换见解及讨论有关本公司或其业务的事宜提供专属平台。

考虑到上述安排措施的实行，本公司认为确保董事局获得独立的观点和意见的机制仍然有效。

董事就任及发展方案

每名新委任的董事局成员均获提供全面、正式兼特为其而设的就任须知，以便他们能妥善及有效地履行对本公司的职责。该计划包括与行政总裁及管理層会面、本公司营运及主要发展的简介会，以及参观本公司设施。就任计划旨在协助新董事局成员熟悉本公司的目标、策略、业务、营运、内部监控及政策，以及董事的一般及特定职责。

此外，全体董事局成员于获委任时均获提供董事手册，当中载有(其中包括)董事职责、行为守则(规管利益冲突的政策，连同反贿赂及反贪污指引)、利益申报及董事委员会的职权范围。董事手册不时更新，以反映这些领域的发展。

为使董事局成员了解创新科技的最新政策及行业形势，本公司于2022年11月为董事局安排研讨会，涵盖全球趋势、国家及本地政策以及区内的创新科技发展等主题。董事局成员积极参与数码港的旗舰活动，例如数码娱乐领袖论坛及数码港创业投资论坛，就此交流意见及获取创新科技发展的见解。

行为守则

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、公平和公正的原则。

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，并按照至少不低于香港法例的标准行使谨慎、技能和勤勉职责。

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。

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 interests in respect of 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.

Board Committees

During the year, the Board has delegated authority to 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 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 107 of the Annual Report.

All Board 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 have access to papers and minutes of any Committee meetings through the Company Secretary
- Board Members are regularly updated for the decisions made by the Board Committees

The following sets out details of each Board Committee, principal duties and key matters of which were considered or resolved during the year.

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。如过往申报的资料有任何变动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、安排或合约中的利益的规定)。

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该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。

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107页。

所有董事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份，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文件和会议记录
- 董事局成员定期获得有关董事委员会所作决策的最新资料

各董事委员会之详细资料、其主要职责及于本年度审议或议决的主要事项详情载列如下。

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. Furthermore, the AC directly oversees the work performed by the internal audit team. As of 31 March 2023, the AC comprised five members who were all Non-executive Directors, Ms Ivy CHEUNG Wing-han (Chairperson of the AC), Professor Karen CHAN Ka-yin, Dr Michael LEUNG Kin-man, Mr MAK Tak-wai, 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, 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
- External and internal audit job plan
- Internal audit review reports covering financial, business, and functional operations and compliance
- Whistleblowing cases

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 of 31 March 2023, the CFC comprised five members who were all Non-executive Directors, Ms Rosana WONG Wai-man (Chairperson of the CFC), Professor Christopher CHAO Yu-hang, Hon LAU Kwok-fan, Professor LING Kar-kan and Mr MAK Tak-wai.

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

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彼等之独立性。此外，审计委员会直接监督内部审计部的工作。于2023年3月31日，审计委员会由五名成员组成，均为非执行董事，计有张颖娴女士(审计委员会主席)、陈嘉贤教授、梁建文博士、麦德伟先生及黄慧敏女士。

主要职责：

- 审阅并批准经审计财务报表，以供董事局批准
- 就外聘核数师的委任提出建议，并批准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、风险管理制度及内部审计功能

经审议／议决的主要事项：

- 年度经审计财务报表
- 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
- 外部和内部审计工作计划
- 内部审计检讨报告，涵盖财务、业务和职能营运及合规
- 举报个案

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、设施管理及相关顾问服务。于2023年3月31日，建设及设施委员会由五名成员组成，均为非执行董事，计有黄慧敏女士(建设及设施委员会主席)、赵汝恒教授、刘国勋议员、凌嘉勤教授及麦德伟先生。

主要职责：

- 审批本公司进行的资本工程项目(包括新发展、重建及建设项目)以及本公司物业的设施管理的基本方针或就此提供建议
- 通过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要求
- 审批有关资本工程、设施管理工程及相关顾问服务的合约之批授、修订／索赔及商业和解
- 监察资本工程项目以及设施管理事宜之进度及监控其开支
- 检讨及审批资本工程及设施管理相关政策

Key matters considered/resolved:

- Progress of Cyberport Expansion Project, hotel renovation works, and the renovation of Smart-Space in Fanling
- Campus facilities management works and approved contract awards
- Policy for monitoring campus facilities management services
- Transactions, arrangements, and contracts of significance

Entrepreneurship Committee

The Entrepreneurship Committee ("EC") is responsible for overseeing matters relating to entrepreneurship or start-up programmes organised, arranged, or implemented by the Company, such as the Cyberport Incubation Programme ("CIP"), the Cyberport Creative Micro Fund ("CCMF"), the Esports Industry Facilitation Scheme, and the Cyberport Accelerator Support Programme. As of 31 March 2023, the EC comprised of eight members who were all Non-executive Directors, Professor LING Kar-kan (Chairman of the EC), Professor Christopher CHAO Yu-hang, Hon LAU Kwok-fan, Ms Erica MA Yun, Mr MAK Tak-wai, Dr Charleston SIN Chiu-shun, Mr Hendrick SIN, and Mr Eric YEUNG Chuen-sing.

Principal duties:

- Oversee the administration and management of any start-up and entrepreneurship programmes and public mission 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, ICT 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-up enterprises of the programmes

Key matters considered/resolved:

- Approval of vetting results of CIP, CCMF, and Cyberport Greater Bay Area Young Entrepreneurship Programme
- Digital Entertainment Leadership Forum
- Cyberport Venture Capital Forum
- Digital Economy Summit
- Cyberport Career Fair
- Youth Start-up Internship Programme
- Changes for the composition of ECAG

Finance and Administration Committee

The Finance and Administration Committee ("FAC") is responsible for monitoring and overseeing the finance and administration matters of the Company. As of 31 March 2023, the FAC comprised of six members who were all Non-executive Directors, Mr Victor NG Chi-keung (Chairman of the FAC), Ms Ivy CHEUNG Wing-han, Dr Michael LEUNG Kin-man, Professor LING Kar-kan, Mr MAK Tak-wai, and Ms Rosana WONG Wai-man.

经审议／议决的主要事项：

- 数码港扩建计划、酒店翻新工程及粉岭房地产科技共享工作室装修工程之进度
- 园区设施管理工作及授出合同
- 检讨园区设施管理服务之政策
- 重大交易、安排及合同

企业发展委员会

企业发展委员会负责监督由本公司举办、安排或执行的各项企业发展及初创企业计划事宜，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2023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、刘国勋议员、马殷女士、麦德伟先生、冼超舜博士、冼汉迪先生及杨全盛先生。

主要职责：

- 监督由本公司所推行的各项初创企业及企业发展计划及公众使命活动之行政及管理事宜
- 监察及检讨有关以下三大范畴之运作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
 - 促进科技初创企业筹集资金能力
- 批准企业发展顾问团的组成及成员委任，其成员包括创投资本家、商界行政人员、资讯及通讯科技界专业人士、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：

- 审批“数码港培育计划”、“数码港创意微型基金”及“数码港大湾区青年创业计划”的评审结果
- “数码娱乐领袖论坛”
- “数码港创业投资论坛”
- “数字经济峰会”
- “数码港互动招聘博览”
- “青年初创实习计划”
- 企业发展顾问团的组成变更

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2023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，计有伍志强先生(财务及行政委员会主席)、张颖娴女士、梁建文博士、凌嘉勤教授、麦德伟先生及黄慧敏女士。

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
- Approve rental offers in respect of the leasing for office and retail premises
- 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:

- Annual budget
- Office rental rates
- Mid-Year financial review
- Enhancement of investment policy
- Tenancy related matters
- Transactions, arrangements, and contracts of significance

Macro Fund Investment Committee

The Macro Fund Investment Committee ("MFIC") is responsible for overseeing matters related to 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 aims to co-invest with other private and public investors in the Cyberport DE. As of 31 March 2023, the MFIC comprised five members, including four Non-executive Directors, Mr Hendrick SIN (Chairman of the MFIC), Professor Karen CHAN Ka-yin, Ms Erica MA Yun, Mr Victor NG Chi-keung, and a government representative, Miss Charmaine Amy WONG Hoi-wan.

Principal duties:

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

Key matters considered/resolved:

- CMF investment portfolio
- CMF applications and exit

Remuneration and People Committee

The Remuneration and People Committee ("RPC") is responsible for making recommendations to the Board on organisational structure and policies concerning staff recruitment, remuneration, development, disciplinary actions, and dismissal. As of 31 March 2023, the RPC comprised six members who were all Non-executive Directors, Mr Simon CHAN Sai-ming (Chairman of the RPC), Mr MAK Tak-wai, Mr Victor NG Chi-keung, Dr Charleston SIN Chiu-shun, Mr Hendrick SIN and Mr Eric YEUNG Chuen-sing.

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批准合适的行动，或审批任何未列入预算的开支、承担及付款
- 审批租赁办公室及零售物业之租金方案
- 检讨及审批企业政策，包括租赁、采购、财务、行政、市场推广及资讯科技
- 就已批准的业务计划和公司发展策略之执行及实施所需资源进行检讨

经审议/议决的主要事项:

- 年度预算
- 办公室租金
- 中期财政检讨
- 投资政策优化
- 租务相关事宜
- 重大交易、安排及合约

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”相关事宜，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”的投资总额为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轮及后期融资，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2023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，计有冼汉迪先生（数码港投资创业基金委员会主席）、陈嘉贤教授、马殷女士、伍志强先生，以及一名政府代表黄海韵女士。

主要职责:

- 检讨及批准管理层所推荐“数码港投资创业基金”相关投资及退出事宜
- 监督“数码港投资创业基金”的行政、管理和整体表现
- 监察“数码港投资创业基金”的运作并就此提供意见

经审议/议决的主要事项:

- “数码港投资创业基金”的投资组合
- “数码港投资创业基金”的申请及退出

薪酬及人员委员会

薪酬及人员委员会负责企业架构以及有关员工编制、薪酬福利、发展、纪律及解雇方面的政策向董事局提出建议。于2023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，计有陈细明先生（薪酬及人员委员会主席）、麦德伟先生、伍志强先生、冼超舜博士、冼汉迪先生及杨全盛先生。

Principal duties:

- Review organisation structure and policies on staffing, remuneration, employment, disciplinary, and dismissal, with reference to the Company's overall goals and objectives
- Review the determination of remuneration packages and terms and conditions of employment for different ranks
- Review the criteria for assessing employee performance and make recommendations to the Board
- Review the performance of Management, with reference to the Board's approved Key Performance Indicators ("KPIs") and objectives
- Review the policies and procedures for staff complaints and grievances process

Key matters considered/resolved:

- Corporate goals and performance measurements
- Annual performance review of Management
- Staff engagement and retention

Meeting Attendance

A summary of meeting attendance of Board Members in meetings of the Board and Committees for the financial year from 1 April 2022 to 31 March 2023 is provided in the following table.

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	3	3	3	4	2
Simon CHAN (Chairman)	陈细明 (主席)	4/4	-	-	-	-	-	2/2
Karen CHAN	陈嘉贤	3/4	2/2	-	-	-	2/4	-
Christopher CHAO	赵汝恒	4/4	-	2/3	2/3	-	-	-
Ivy CHEUNG	张颖娴	4/4	2/2	-	-	2/3	-	-
Annie CHOI ⁽¹⁾ or her alternate	蔡淑娴 ⁽¹⁾ (或替代董事)	1/1	-	1/1	1/1	-	-	-
LAU Kwok-fan	刘国勋	4/4	-	2/3	3/3	-	-	-
Michael LEUNG	梁建文	3/4	2/2	-	-	2/3	-	-
LING Kar-kan	凌嘉勤	2/4	-	2/3	3/3	1/3	-	-
Erica MA	马殷	4/4	-	-	3/3	-	3/4	-
Eddie MAK ⁽²⁾ or his alternate	麦德伟 ⁽²⁾ (或替代董事)	3/3	2/2	2/2	2/2	3/3	-	2/2
Victor NG	伍志强	4/4	-	-	-	3/3	4/4	2/2
Charleston SIN	冼超舜	4/4	-	-	2/3	-	-	2/2
Hendrick SIN	冼汉迪	3/4	-	-	1/3	-	4/4	1/2
Maggie TSOI	蔡芷珊	2/4	-	-	-	-	-	-
Charmaine WONG	黄海韵	-	-	-	-	-	4/4	-
Rosana WONG	黄慧敏	4/4	2/2	3/3	-	3/3	-	-
Eric YEUNG	杨全盛	3/4	-	-	3/3	-	-	2/2
Average Attendance Rate	平均出席率	86.7%	100.0%	80.0%	83.3%	77.8%	85.0%	91.7%

主要职责:

- 参考本公司的整体目标及宗旨，检讨组织架构及及有关员工编制、薪酬福利、聘用、纪律及解雇方面的政策
- 检讨薪酬待遇的厘定及不同职级的雇用条款及条件
- 检讨员工表现的评估准则，并向董事局提出建议
- 按照由董事局批准的主要表现指标及目标，就管理层的表现作出检讨
- 检讨员工投诉及申诉过程的政策及程序

经审议/议决的主要事项:

- 企业目标及表现衡量方法
- 检讨管理层的年度表现
- 员工参与及留聘

会议出席记录

于2022年4月1日至2023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。

Notes:

- (1) Ms Annie CHOI resigned as Director with effect from 20 July 2022. During her tenure, all the Committee meetings including CFC and EC were attended by the alternate to Ms Annie CHOI.
- (2) Mr Eddie MAK was appointed as Director with effect from 20 July 2022. All the Committee meetings including AC, CFC, EC, FAC, and RPC were attended by the alternate to Mr Eddie MAK.

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 with 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.

Company Secretary

All Board Members have access to the advice and services of the Company Secretary. The Company Secretary is responsible for ensuring good information flow within the Board, Board policies and 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, advises on governance matters, facilitates induction and provision of information.

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 159.

Guidance on the ethical behaviour (including anti-bribery and anti-corruption laws and regulations) of the Company has been well defined in the Company's code of conduct and business ethics for staff ("Staff Code"). From time to time, the Staff Code will be reviewed and fine-tuned, covering issues such as prevention of bribery, conflict of interest, acceptance/offering of gifts and advantages, handling of confidential information and preservation of secrecy, intellectual property, and outside business or employment, equal opportunities, and harassment. During the year, ICAC provided training on prevention of bribery and conflict of interest to the employees of the Company. New joiners of the Company are briefed on the Staff Code during the staff induction programme. All staff are also reminded of the compliance requirement from time to time.

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 from time to time to ensure that it meets the business and operational needs.

附注：

- (1) 蔡淑娴女士自2022年7月20日起辞任董事。于任期内，所有董事委员会的会议包括建设及设施委员会及企业发展委员会均由蔡淑娴女士的替任出席。
- (2) 麦德伟先生自2022年7月20日起获委任董事。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麦德伟先生的替任出席。

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。公司秘书负责确保董事局成员之间资讯交流良好、遵循董事局政策及程序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，就管治事宜提供意见、协助就职及提供资料。

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。管理层表现乃按照经董事局批准之主要表现指标及目标进行检讨。本公司首五名最高薪员工的年度薪酬等级已于第159页的综合财务报表附注8中披露。

本公司之道德行为指引(包括反贿赂及反贪污法律及法规)已于本公司的员工行为守则及商业道德(“《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／提供馈赠及利益、处理机密资料及保密、知识产权以及职外业务或雇用、平等机会及骚扰等多个范畴，而本公司将不时检讨《员工守则》内容并作出相应调整。于本年度，廉政公署为本公司雇员提供有关防止贿赂及利益冲突的培训。本公司于入职培训期间向新入职员工简要介绍《员工守则》。本公司亦不时提醒全体员工遵守规定。

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。本公司不时检讨授权制度，以确保配合业务及运作需要。

Financial Reporting

Board Members are 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 to ensure that the preparation of the annual financial statements of the Group is in accordance with statutory requirements and applicable accounting standards. The financial statements are prepared on a going concern basis, and appropriate accounting policies have been adopted and applied consistently. Judgements and estimates have been made that are prudent and reasonable.

In support of the above, the annual 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.

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.

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

Internal Control and Risk Management

The Board has overall responsibility for the risk management and internal control system of the Company. The internal control system is designed to provide reasonable but not absolute assurance regarding reliability of financial information, the effectiveness and efficiency of operations and compliance with applicable laws and regulations.

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 Organizations 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 conducted by the internal audit team and reported to the AC annually.

Through the AC, the Board reviewed the overall risk management and internal control system. It is considered that the overall risk management and internal control systems were effective and adequate during the year.

Internal Audit

The internal audit team reports directly and regularly to the AC on the adequacy and effectiveness of the systems of internal controls, the efficiency and effectiveness of operations and assesses whether the processes, procedures, and systems of internal controls within the Company are adequate, reliable, and effective.

Audit assignments are carried out in accordance with the risk-based annual internal audit job plan as approved by the AC. Significant internal control issues are brought to the attention of the AC and the Board. Findings related to control weaknesses (if any) and recommendations arising from audit assignments are communicated to the respective Management for actions and reported to the AC at each AC meeting. The internal audit team conducts follow-up reviews to ensure proper implementation of the agreed actions and the implementation status is reported to the AC regularly.

财务汇报

董事局成员负责编制本公司及其附属公司(统称“本集团”)的财务报表，真实及公平地反映本集团于本年度之事务状况、经营业绩及现金流量，以确保本集团之年度财务报表乃根据法定规定及适用会计准则编制。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贯彻应用，所作各项判断和估计均属审慎和合理。

为此，提交予董事局的年度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财务报表的资料，并再呈交予审计委员会审阅。

所有新订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。

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财务计划和有关财务业绩及业务表现的每月报告。

内部监控及风险管理

董事局整体负责本公司的风险管理及内部监控系统。内部监控系统旨在就财务资料的可靠性、营运的有效性、效率以及遵守适用法律及法规提供合理而非绝对保证。

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COSO内部监控框架，检讨内部监控系统。检讨旨在识别及评估与关键流程相关的重大风险及监管减轻风险的成效。内部审计部负责对监管成效进行独立检讨，并每年向审计委员会报告。

整体风险管理及内部监控系统已由董事局透过审计委员会作出审阅。该等管理及系统于年内有效而充足。

内部审计

内部审计部定期直接向审计委员会汇报内部监控系统的充足性及有效性、营运效率及成效，并评估本公司内部监控政策、程序及系统是否充足、可靠及有效。

审计职务以“风险为本”为原则，并依照审计委员会批准的年度内部审计工作计划执行，重大的内部监控事宜会向审计委员会及董事局汇报。在每次审计委员会会议上，有关监控不足的调查结果(如有)及对审计职务的建议传达有关管理层人员执行，并向审计委员会汇报。内部审计部会跟进检讨，确保议定的跟进方案得以妥善执行，并定期向审计委员会汇报执行状况。

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 of the external auditor, and approval of their remuneration.

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 2023, the remuneration paid/payable to the Company's external auditor, Ernst & Young, for audit services was approximately HK\$442,000 (2022: HK\$493,370) and for non-audit services was approximately HK\$8,000 (2022: HK\$262,000).

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 report possible wrongdoing or danger of wrongdoing within the organisation, 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 Board and Management maintain a close contact, through Board and Committee meetings, monthly financial and business updates, with the Permanent Secretary for Innovation and Technology (re-titled as Permanent Secretary for Innovation, Technology and Industry with effect from 1 July 2022), as representative(s) of the shareholders to review strategic issues, business plans and future development.

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

To enhance transparency and openness, the Company voluntarily discloses its corporate governance policies and practices, as appropriate and applicable with reference to 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 Board Members at the Board and Committee meetings is also reported on page 107.

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。审计委员会负责就外聘核数师的委任、续聘、罢免向董事局提出建议，并批准外聘核数师的酬金。

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。外聘核数师亦会就于审计过程中发现的内部监控事宜提出建议，并汇报管理层所作之回应（如有）。

截至2023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442,000港元（2022年：493,370港元）及约8,000港元（2022年：262,000港元）。

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，鼓励及指导员工就组织内潜在的不当行为或其危害作出举报，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关注。

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

董事局及管理层透过董事局及委员会会议、每月财务及业务更新资料与股东代表创新及科技局常任秘书长（自2022年7月1日起改称创新科技及工业局常任秘书长）保持紧密联系，检讨策略事宜、业务计划及未来发展。

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，本公司参照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》的适用条文，主动披露其企业管治政策及措施。

董事局及辖下委员会各成员的会议出席记录亦详列于第107页。

Corporate Communication

With a view to maintain open and transparent communication with external stakeholders, the Company continues to connect with the community by taking the 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.

Corporate Governance Practices

Although the Company is not required to comply with the CG Code, the Company has applied the principles of good corporate governance therein and has voluntarily complied with the code provisions therein generally except for those as set out below:

Mandatory Disclosure Requirement(s) ("MDR(s)"/ Code Provision(s) ("CP(s)"/> 强制披露规定／守则条文	Reason for Deviation 偏离原因	Reference 参考指引
The MDR deals with shareholders' right to convene general meetings while the CPs deal with the proceedings for general meetings respectively. 强制披露规定及守则条文分别与股东召开股东大会的权利和股东大会程序有关。	The Company is wholly owned by the HKSAR Government via The Financial Secretary Incorporated and Resolutions in Writing in lieu of general meetings is adopted. 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，本公司之股东大会是采用书面决议案形式替代。	MDR – K CP – C.1.6, F.2.1 to F.2.3 强制披露规定 – K 守则条文 – C.1.6, F.2.1至 F.2.3
The MDR deals with the policy for the nomination of Directors and CPs deal with the nomination committee respectively. 强制披露规定及守则条文分别与董事提名政策和提名委员会有关。	These MDR and CPs are not applicable to the Company since Directors are directly appointed by the shareholders. 这些强制披露规定及守则条文不适用于本公司，因董事均由股东直接委任。	MDR – E(d)(iii) CP – B.3.1 to B.3.4 强制披露规定 – E(d)(iii) 守则条文 – B.3.1至B.3.4
These CPs deal with the retirement of Directors by rotation and the further appointment of independent non-executive directors who have served more than nine years. 这些守则条文与董事轮值退任及续聘任职超过九年之独立非执行董事有关。	Directors are not subject to re-election but may be re-appointed by the shareholders. 董事无须按膺选连任，但可由股东重新委任。	CP – B.2.2 to B.2.4 守则条文 – B.2.2至B.2.4
The MDR deals with issues related to remunerating executive directors during the year, and the CPs deal with the remuneration committee, respectively. 强制披露规定及守则条文分别与年内执行董事的薪酬事宜和薪酬委员会有关。	Directors do not receive any remuneration. The Company's Remuneration and People Committee is responsible for the organisational structure and policies related to staffing. 董事并无收取任何酬金。本公司薪酬及人员委员会负责有关员工配置的组织架构及政策。	MDR – E(d)(ii) CP – E.1.1 to E.1.3 强制披露规定 – E(d)(ii) 守则条文 – E.1.1至E.1.3
The MDR and CP deal with the participation of Directors in continuous professional development. 强制披露规定及守则条文与董事参与持续专业发展有关。	Directors 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 provides relevant information or invites all Directors to events and programmes which enrich their knowledge to facilitate the discharge of their Directors' duties. 董事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。	MDR – B(i) CP – C.1.4 强制披露规定 – B(i) 守则条文 – C.1.4

公司通讯

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。

企业管治措施

尽管本公司毋须遵守《企业管治守则》，但本公司已将守则内的良好企业管治原则付诸实行，并主动遵行守则条文的一般规定，惟以下除外：

Mandatory Disclosure Requirement(s) ("MDR(s)"/ Code Provision(s) ("CP(s)") 强制披露规定 / 守则条文	Reason for Deviation 偏离原因	Reference 参考指引
The CP deals with a policy on the payment of dividends. 守则条文与派息政策有关。	The Company is wholly owned by the HKSAR Government via The Financial Secretary Incorporated and payment of dividends is subject to the decision of shareholders. 本公司由香港特区政府透过财政司司长法团全资拥有，派息视乎股东的决定而定。	CP – F.1.1 守则条文— F.1.1
The MDR and CP deal with the transaction in securities of the listed issuer. 强制披露规定及守则条文与上市发行人的证券交易有关。	The Company is a private company wholly owned by the HKSAR Government via The Financial Secretary Incorporated and its shares are not publicly traded. 本公司为由香港特区政府透过财政司司长法团全资拥有的私人公司，其股份并不作公开买卖。	MDR – G CP – C.1.3 强制披露规定— G 守则条文— C.1.3

Continuing Evolution of Corporate Governance

The Company will continue to review and, where appropriate, enhance its corporate governance practices considering the evolving business and regulatory environment and to meet the expectation of stakeholders.

不断演进的企业管治

鉴于业务及监管环境不断变化，本公司将持续检讨及（如适用）加强其企业管治措施，以符合持份者的期望。