

he board of directors (the "Board" or "Board Members") and the 香港数码港管理有限公司("本公司")董事局("董事局" 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 业表现的基础,亦是履行公众使命、满足持份者期望 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.

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 长期价值。在董事局的带领下,数码港已制定2023/24 long-term value. The Cyberport Three-Year Strategic Plan for 2023/24 - 年度至2025/26年度三年策略计划,指引本公司强化 2025/26, as steered by the Board, has directed the Company to enhance the 创科生态圈,推动"新型工业化",壮大创科人才库, I&T ecosystem and promote "new industrialisation", enlarge the I&T talent 促进数字化经济发展,并融入国家整体发展大局。策 pool, promote digital economy development and integrate into the overall development of the country. Progress of implementation of the key initiatives in 报,并由其审阅。 the strategic plan was reported to and reviewed by the Board Members.

Wholly owned by the Government, the Company is committed to upholding high 本公司由政府全资拥有,致力维持高水平的企业管 standards of corporate governance, and adheres to the principle of honesty, 治,业务营运秉承诚实、诚信及公平的原则。本公司 integrity and fair play in its operations. The Company, steered by the Board 管理团队优秀,备受重视,彼等在董事局成员的带领 Members, is managed by a group of high calibre who shares the same vision 下,共同迈向愿景。团队尊重及信任是企业**文化**不可 and with whom the Company attaches great importance. Respect for and trust 或缺的一部分。此外,本公司与持份者沟通合作,彼 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 the 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 longterm and sustainable growth.

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 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

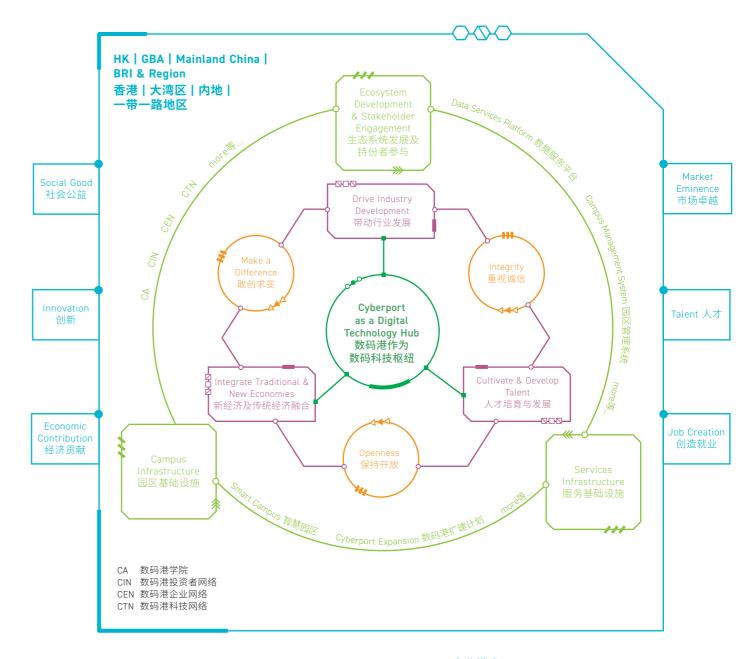
The Company's **purpose** is to support and promote the innovation and 本公司的**目标**是透过建立全面的数码科技公司生态 圈,支持及促进香港创新科技发展。本公司致力培育 科技人才、鼓励年轻人创业、扶植初创企业,创造蓬 勃的创科生态圈;透过与本地及国际伙伴合作,促进 科技产业发展;同时加快公私营机构采纳数码科技, 推动新经济与传统经济融合。

> 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 略计划内各项主要措施的实施进度须向董事局成员汇

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

The vision, corporate strategy, values and culture of the Company is illustrated 本公司的愿景、企业策略、价值与文化如下图所示: in the diagram below:



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 startups 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 港的智慧园区采用多种技术方案提升效益,并提供应 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 startup solutions, while providing a conducive atmosphere for innovation, and community to exchange ideas and seek collaborations.

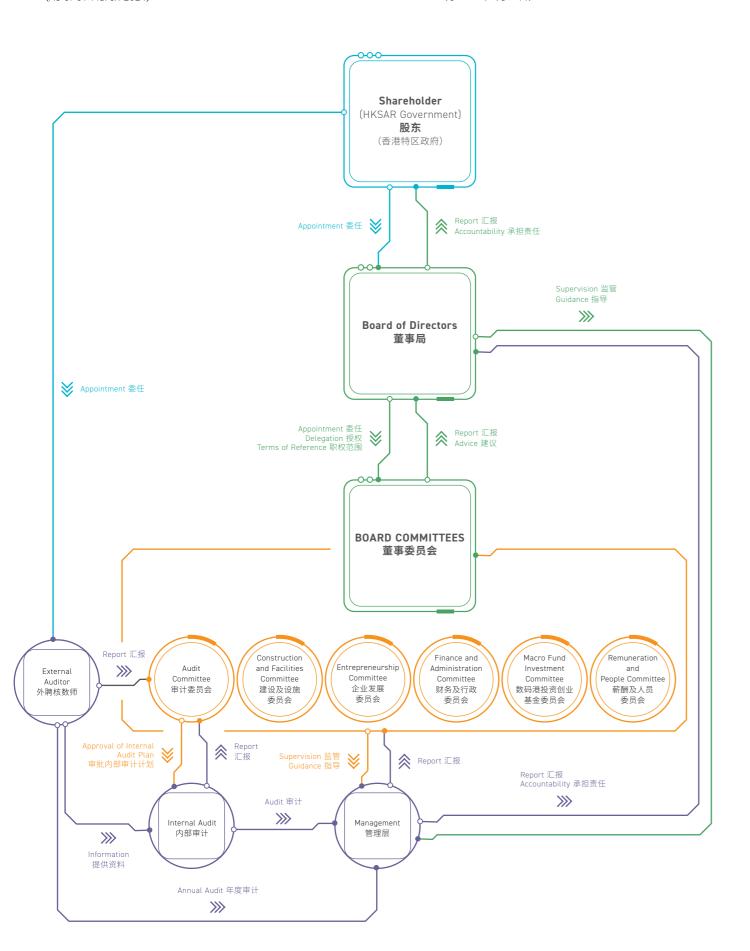
商业模式

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、学术界及研究界持续合作,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 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。

Cyberport 2023/24 Annual Report 数码港 2023/2/c 年报 企业管治架构

(As of 31 March 2024)

(于2024年3月31日)



Board of Directors

The Board has the collective responsibilities for the leadership and control of 董事局透过审慎而有效的监管框架,集体负责领导和 the Company within a framework of prudent and effective controls. It governs 监管本公司,并以尽责尽心和重视效益的态度管治及 and leads the Company in a responsible and effective manner. All Board 领导本公司。全体董事局成员均须持正不阿,以身作 Members must act with integrity, lead by example, and promote the desired 则,致力推广企业文化。 culture.

The Board sets the corporate strategies and approves the operating plans 董事局负责制定企业策略及审批由管理层所建议的营 proposed by Management. Each Board Member has a duty to act in good faith 运计划。董事局各成员均有责任本着诚信原则,并以 and in the best interests of the Company.

To ensure effective discharge of duties by Board Members, the Board assumes 为确保董事局成员有效履行职务,董事局有责任确保 the responsibility of ensuring that each Board Member has devoted sufficient 各董事局成员均投入足够时间参与本公司的事务。所 time to attend to the affairs of the Company. All Board Members are kept 有董事局成员均可藉参与常规董事局会议及定期收取 abreast of the development of the Company through regular Board meetings, 财务及业务更新资料,了解本公司之发展。 and receipt of regular financial and business updates.

Board Members may seek independent professional advice in appropriate 各董事局成员可于适当情况下寻求独立专业意见,以 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

Chairman and Chief Executive Officer

The roles of the Chairman of the Board, and the Chief Executive Officer ("CEO") 本公司董事局主席和行政总裁 ("行政总裁") 的职务相 of the Company are complementary, but more importantly, they are distinct 辅相成,但重点是两者的角色分明,职责分工亦有清 and separate with a clear and well-established division of responsibilities, 楚界定,以增加独立性及问责性。 enhancing independence and accountability.

The Chairman of the Board, who is a Non-executive Director, is responsible for 董事局主席为非执行董事,负责管理及领导董事局, managing and leading the Board in setting the Company's overall directions, 为本公司制订整体方向、策略及政策,以及监察行政 strategies and policies, as well as monitoring the performance of the CEO. Apart 总裁的表现。主席除了确保董事局适时获得有关本公 from making sure that adequate information about the Company's business is 司业务的充足资料外,亦负责领导董事局,提倡公 provided to the Board on a timely basis, the Chairman provides leadership for 开、积极讨论的文化,并鼓励所有董事局成员全力投 the Board, promotes a culture of openness and debate, and ensures views on 入董事局事务,确保及时就所有重要的适当事宜进行 all key and appropriate issues are discussed in a timely manner by encouraging 讨论。在主席的领导下,董事局所有决定均根据董事 all Board Members to make a full and active contribution to the discussion. 局的共识而作出。 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. Mr Peter YAN King-shun has been serving the Company as the CEO for six years till 2 April 2024. In January 2024, the Company announced the succession plan for HKCMCL's CEO and appointed Dr Rocky CHENG Chungngam's appointment with effect from 3 April 2024.

The Chairman, the CEO and other Board Members do not have any financial, 主席、行政总裁及其他董事局成员彼此之间并无任何 business, family, material or other relevant relationships with each other.

Board Composition

As at the date of this Annual Report, the Board comprised of 16 Directors. of whom all are Non-executive Directors and 15 Directors are considered independent, namely, Mr Simon CHAN Sai-ming (Chairman), Mr Nicholas CHAN Hiu-fung (appointed on 1 April 2024), Professor Christopher CHAO Yu- 张颕娴女士、孔剑平博士、刘国勋先生、梁建文博 hang, Ms Ivy CHEUNG Wing-han, Dr Jack KONG Jianping, Hon LAU Kwokfan, Dr Michael LEUNG Kin-man, Ms Erica MA Yun, Mr Victor NG Chi-keung, Dr 士、曾安业先生(于2024年4月1日获委任)、蔡芷珊博 Derrick PANG Yat-bond, Dr Charleston SIN Chiu-shun, Mr Patrick TSANG On- 士、黄建恒先生(于2024年4月1日获委任)及杨全盛教 yip (appointed on 1 April 2024), Dr Maggie TSOI Tsz-shan, Mr Ken WONG Kin- 授。在董事局任职的公职人员是创新科技及工业局常 hang (appointed on 1 April 2024) and Professor Eric YEUNG Chuen-sing. The 任秘书长麦德伟先生。这架构有效地确保董事局决策 public officer serving on the Board is the Permanent Secretary for Innovation, Technology and Industry, Mr MAK Tak-wai. This structure effectively ensures

董事局

本公司最佳利益为前提下履行职责。

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

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。任景信先生已担任本公司行政总裁六年, 其任期于2024年4月2日完结。于2024年1月,本公司 宣布香港数码港管理有限公司行政总裁接任计划,并 委任郑松岩博士担任该职务,自2024年4月3日起生

财务、业务、家族、重大或其他相关关系。

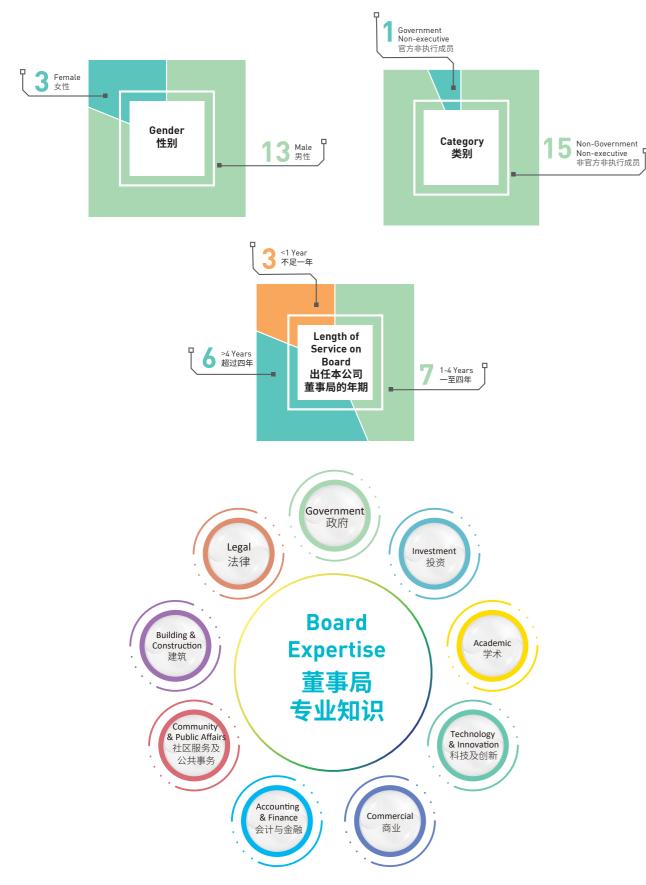
董事局的组成

于本年报日期,董事局共有16名董事,均为非执行董 事及15名董事被视为独立, 计有陈细明先生(主席)、 陈晓峰先生(于2024年4月1日获委任)、赵汝恒教授、 士、马殷女士、伍志强先生、彭一邦博士、冼超舜博 过程及对管理层监督的独立性、客观性及公正性。非

Cyberport 2023/24 Annual Report the independence, objectivity and impartiality of the Board's decision-making 执行董事带来外界观点,理性正面地质询和就方案或 process and oversight of Management. Non-executive Directors bring an external perspective, constructively challenge and advise on proposals or strategies.

All Board Members are appointed by the shareholders without receiving any 所有董事局成员均由股东委任,没有收取任何酬金, honorarium, generally for a two-year term and subject to re-appointment upon expiry of their terms.

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 fields. These include technology and innovation, commercial, accounting and finance, investment, building and construction. legal, community and public affairs, and academic, 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 29% as of 31 March 2024. 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 2024, 49% and 51% 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 the 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, 其余则来自不同的范畴, 包括科 技及创新、商业、会计及金融、投资、建筑、法律、 社区及公共事务, 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2024年3月31日,女性董事占非官方董事的比例约 29%。本公司将致力促进董事局性别多元化。于决定 委仟及续仟董事局成员时,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.cvberport.hk)上载最新董事局成员名单,列明彼

吊工

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2024年3月31日,本公司的员 工男性占49%,女性占51%。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 公司业务的整体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。

Cyberport 2023/24 Annual Report 数码港 2023/2/c 年报

Board Proceedings

There are at least four regular Board Meetings each year. Additional Board 董事局每年至少召开四次常规会议,并可视乎需要另 or Committee meetings to consider specific matters can be convened when necessary. All Board Members have full and timely access to board papers, 事项。董事局全体成员均可全面及适时取得董事局文 minutes and all relevant information, and may seek independent professional 件、会议记录等所有相关资料。如有需要,董事局成 advice at the Company's expense, if necessary, in accordance with the approved 员可按照既定程序,寻求独立专业意见,以履行其职 procedures, so that they can discharge their duties and responsibilities as 务及职责,有关费用由本公司支付。 Board Members.

The schedule for the regular Board and Committee meetings in each year is 每年的常规董事局及委员会会议之会期会于上一个财 made available to all Board Members before the end of the preceding fiscal 政年度结束前通报董事局全体成员。此外,会议通告 year. Furthermore, notice of meetings will be given to the Board Members 14 将于每次常规会议前14天提交予董事局成员。 days before each regular meeting.

Meeting agenda for regular meetings are set after consultation with the 常规会议的议程会于咨询主席/委员会主席及行政总 Chairman/Committee Chairman and CEO. In general, the agenda and papers 裁后拟定。议程和会议文件一般在会议拟定日期前5个 are sent to the Board Members five working days before the intended date of 工作日提呈予董事局成员。 the meeting.

Board Members may attend the Board/Committee meetings in person or 董事局成员可亲身或透过电子通讯方式出席董事局/ through electronic means of communication.

Matters to be resolved at Board/Committee meetings are decided by a majority 将于董事局/委员会会议表决之事宜均由获准投票的 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 董事局会不时检讨董事局会议程序,与时并进,以配 of regulatory changes and best corporate governance practices.

Board Meetings

During the year, the Board held six meetings with overall attendance of 83.3%.

Key matters considered/resolved:

- · Strategic plan and objectives
- Annual financial plan and performance targets
- ・ Annual report, audited financial statements, environmental, social and ・ 年报、经审计财务报表、环境、社会及管治报告 governance report, and corporate governance report
- Management accounts and reports
- Oversight of Management
- Performance assessment of Management
- Transactions, arrangements, and contracts of significance

Board Independence

The Company has maintained arrangements in place to ensure that independent 本公司已设有安排,确保董事局可获得独立的观点和 views and input are available to the Board. As of 31 March 2024 and as at the 意见。于2024年3月31日及于本年报日期,所有董事 date of this Annual Report, all Board members are Non-executive Directors. 局成员均为非执行董事。董事局成员在首次获委任 Board Members are required to declare any interests that are or may be 时、其后每年度和之后有需要时,均须申报与本公司 relevant and material to the business and operations of the Company on their 业务及运作有关或可能有关并属重大性质的任何利 first appointment, on an annual basis, and as and when necessary thereafter. 益。规管利益冲突的政策已明确列于董事行为守则。 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 主席鼓励持不同意见的董事局成员表达其关注的事 concerns, to promote diversity of thought and independence of judgement. To 宜,以促进多元意见及独立判断。为使董事局成员履 facilitate Board Members to discharge their duties and identify and understand 行职责,并迅速识别和理解事项,管理层适时向董事 issues quickly. Management provides the Board Members with all relevant 局成员提供所有相关文件及资料,使董事局成员能够 documents and information in a timely manner, with a view to enabling the 行使独立判断、于讨论中作出贡献,并作出知情沉稳 Board Members to exercise independent judgement, contribute to discussions 的决定。为实现这些目标,董事局成员有权就将于董 and make informed, resilient decisions. To facilitate these objectives, Board 事局/董事委员会会议上讨论的事宜向管理层索取进

董事局议事程序

行召开额外的董事局会议或委员会会议, 以审议特定

委员会会议。

董事局/委员会成员以过半数作出议决,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。 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6次会议,整体出席率达

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
- 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
- 重大交易、安排及合约

董事局独立性

Members are entitled to seek further information from Management on the 一步资料,及/或要求公司秘书协助,后者将协调董 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 时寻求独立专业意见来履行其职责,费用由本公司承 between the Board Members and Management to deal with any gueries from 担。 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 此外,主席与董事局成员有特定会议环节而管理层不 without the presence of Management provides an exclusive platform for Board Members to discuss human resources matters, raise concerns, exchange views, 注、交换见解及讨论有关本公司或其业务的事宜提供 and discuss issues about the Company or its business.

Taking into account the implementation of the above arrangements, the 考虑到上述措施的实行,本公司认为确保董事局获得 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 对本公司的职责。该计划包括与行政总裁及管理层会 with the CEO and Management, briefings on the Company's operations 面、参与本公司营运及主要发展的简介会,以及参观 and major developments, and visits to the Company's facilities. Induction 本公司设施。就任计划旨在协助新董事局成员熟悉本 programmes aim to facilitate new Board Members to familiarise themselves 公司的目标、策略、业务、营运、内部监控及政策, 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 此外,全体董事局成员于获委任时均获提供董事手 appointment, which sets out, amongst other things, directors' duties, code of 册, 当中载有(其中包括)董事职责、行为守则(规管 conduct (policies governing conflict of interest, along with anti-bribery and 利益冲突的政策,连同反贿赂及反贪污指引)、利益申 anti-corruption guidelines), declaration of interests and the terms of reference 报及董事委员会的职权范围。董事手册不时更新,以 of the Board Committees. The Directors' Handbook is updated from time to time 反映这些领域的发展。 to reflect developments in those areas.

To keep Board Members abreast of the updated knowledge and skills as to 为使董事局成员了解企业管治的最新知识及技能,本 corporate governance, a Board briefing session was arranged in September 2023 to share the latest operational and legal risks. Board Members actively participate in Cyberport's signature events, such as Digital Economy Summit, 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 本公司是一家受《防止贿赂条例》规管的公共机构。因 ("POBO"), Accordingly, Board Members are regarded as "public servants" for the 此,董事局成员均被视为《防止贿赂条例》所指的"公职 purpose of POBO. The Company is fully committed to the principle of honesty, 人员"。本公司承诺在向公众提供产品及服务时,秉承 integrity, fairness, and impartiality in the delivery of products and services to 诚实、正直、公平和公正的原则。 the public.

The Board is collectively responsible for the management and operations of the 董事局须就本公司的管理及业务营运承担共同责任。 Company. Board Members, both collectively and individually, are expected to 董事局成员须共同和个别地履行诚信责任,并按照至 exercise fiduciary duties and duties of care, skill, and diligence to a standard at 少不低于香港法例的标准行使谨慎、技能和勤勉职责。 least equal to those of Hong Kong laws.

Delegating the functions of the Board is permissible but does not absolve Board 董事局成员可将董事局职能委派他人,但并不就此免 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, 式会议了解本公司事务,并不免除他们所应承担的责 Board Members should take an active interest in the Company's affairs and 任。董事局成员须积极关心本公司之事务,并对本公 obtain a general understanding of the Company's business.

事局成员及管理层处理董事局成员的任何查询,或适

会列席,为董事局成员讨论人力资源事官、提出关

独立的观点和意见的机制仍然有效。

董事就仟及发展方案

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 以及董事的一般及特定职责。

公司干2023年9月安排董事局简介会,以分享最新的营 运及法律风险。董事局成员积极参与数码港的旗舰活 动, 例如数字经济峰会、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

除他们的相关责任;或如董事局成员仅透过参加正 司业务有全面理解。

Cyberport 2023/24 Annual Report 数码港 2023/24 年报 Board Members should regularly attend and actively participate in Board and 董事局成员应定期出席和积极参与董事局和委员会会 Committee meetings, and prepare for them by reviewing all materials provided 议,并查阅管理层提供的所有资料,为会议做好准备 by Management.

Board Members are required on their first appointment, on an annual basis, 董事局成员在首次获委任时、其后每年度和之后有需 and as and when necessary thereafter to declare any interests that are or 要时,均须申报与本公司业务及运作有关或可能有关 may be relevant and material to the business and operations of the Company. 并属重大性质的任何利益。如过往申报的利益有任何 They are also required to inform the Company Secretary of any changes in 变动或有任何新利益申报,董事局成员必须尽快通知 their declared interests or any new interests that may arise as soon as they 公司秘书。董事利益申报登记册由公司秘书保存,并 become aware of such interests. A Register of Directors' Interests is kept by 可供董事局成员查阅。 the Company Secretary and is accessible by the Board Members.

Every Board Member is also required to observe his/her ongoing disclosure 各董事局成员亦须根据《公司条例》遵守其持续披露义 obligations (including, without limitation, requirements to notify changes in 务(包括但不限于通知公司秘书其个人资料的变更及/ personal particulars to the Company Secretary and/or circumstances that 或可能影响其独立性的情况,以及申报其于任何与本 may affect his/her independence, and to declare interests in respect of any 公司订立的交易、安排或合约或拟订立的交易、安排 transaction, arrangement or contract or a proposed transaction, arrangement 或合约中的利益的规定)。 or contract with the Company) under the Companies Ordinance.

or any other kind of proposal in which he/she has an interest and which he/ 在当中拥有权益及其知悉属重大性质的任何合约、交 she knows is material except with the approval of the Board/Committees. For 易、安排或任何其他建议议案进行投票。就此而言, this purpose, interests of a person who is connected with a Board Member 与董事局成员 (包括其任何联系人士) 有关连的人士之 (including any of his/her associates) are treated as the interests of the Board 利益均视作该董事局成员本身的利益。董事局成员如 Member himself/herself. A Board Member may not be included in the quorum 不获准对某项决议案作出投票,则该成员并不计算在 for such part of a meeting that relates to a resolution he/she is not allowed to 该项决议案的相关会议部分的法定人数内,惟该成员 vote on, but he/she shall be included in the quorum for all other parts of that 仍可计算在该次会议所有其他部分的法定人数内。这 meeting. This reduces potential conflicts which might otherwise arise between 种做法可减少本公司业务与个别董事局成员的其他利 the Company's business and an individual Board Member's other interests or 益或任命之间可能产生的冲突。 appointments.

Board Committees

During the year, the Board has delegated authority to six standing Committees, 于本年度,董事局辖下设有6个常务委员会,分别为审 namely, the Audit Committee, Construction and Facilities Committee, 计委员会、建设及设施委员会、企业发展委员会、财 Entrepreneurship Committee, Finance and Administration Committee, Macro 务及行政委员会、数码港投资创业基金委员会以及薪 Fund Investment Committee, and Remuneration and People Committee, to 酬及人员委员会,以协助董事局履行其职责。 assist it in carrying its responsibilities.

Each of these Committees has specific written terms of reference, which set 各个委员会均以书面具体订明其职权范围,详细阐明 out in detail their respective authorities and responsibilities. The terms of 其各自的权力及职责。因应本公司不断变化的业务经 reference of all Board Committees are reviewed from time to time in light of 营和发展需要,所有董事委员会的职权范围将不时作 the Company's evolving operational, business, and development needs.

Attendance records of each individual member of the Board during the year are 董事局各成员于本年度的会议出席记录载列于年报第 shown on page 96 of the Annual Report.

During the year, the Board established a task force to steer investigation 于本年度,董事局成立了一个专责小组,督导有关网 and follow-up work in relation to the cybersecurity incident. The task force concluded relevant work and reported to the Board.

All Board Committees are accountable to the Board for their recommendations 所有董事委员会须对其建议及决策向董事局负责。董 and decisions. The meeting processes of the Board Committees follow closely 事委员会的会议流程均严格按照董事局的规则进行。 those of the Board. The interface between the Board and Board Committees 董事局及其辖下各委员会之间的连系如下:

- 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 各董事委员会之详细资料、其主要职责及于本年度审 key matters of which were considered or resolved during the year.

工作。

A Board Member cannot cast a vote on any contract, transaction, arrangement 除经董事局/委员会批准外,董事局成员不得就其

出检讨。

络安全事件的调查与跟进工作。专责小组已完成有关 工作,并向董事局作出汇报。

- 董事局全体成员均可以观察员身份,出席任何委 **日会会议**
- 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

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 审计委员会负责监察及检讨本公司内部监管、风险管 effectiveness of the Company's internal control, risk management system, 理制度、遵守合规要求及本公司内部审计功能之成 regulatory compliance, and the Company's internal audit function. It is 效,亦负责监察本集团财务报表之完整性、财务汇报 responsible for overseeing the integrity of the Group's financial statements and 原则之应用及本公司与外聘核数师之关系及评估彼等 the application of financial reporting principles, and the Company's relationship 之独立性。此外,审计委员会直接监督内部审计部的 with the external auditors and their independence assessments. Furthermore, 工作。于2024年3月31日,审计委员会由五名成员组 the AC directly oversees the work performed by the internal audit team. As of 成,均为非执行董事,计有张颖娴女士(审计委员会主 31 March 2024, the AC comprised five members who were all Non-executive 席)、陈嘉贤教授、梁建文博士、马殷女士及麦德伟先 Directors, Ms Ivy CHEUNG Wing-han (Chairperson of the AC), Professor Karen 生。 CHAN Ka-yin, Dr Michael LEUNG Kin-man, Ms Erica MA Yun and Mr MAK Tak-

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 · 监督内部监管、风险管理制度及内部审计功能 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 iob plan
- · Internal audit review reports covering financial, business, and functional · 内部审计检讨报告,涵盖财务、业务和职能营运 operations and compliance
- Whistleblowing cases

Construction and Facilities Committee

The Construction and Facilities Committee ("CFC") is responsible for monitoring 建设及设施委员会负责监察和监督资本工程相关事 and overseeing the capital works related matters, facilities management and 宜、设施管理及相关顾问服务。于2024年3月31日, related consultancy services. As of 31 March 2024, the CFC comprised five 建设及设施委员会由五名成员组成,均为非执行董 members who were all Non-executive Directors, Dr Derrick PANG Yat-bond 事,计有彭一邦博士(建设及设施委员会主席)、赵汝 (Chairman of the CFC), Professor Christopher CHAO Yu-hang, Hon LAU Kwok- 恒教授、刘国勋议员、麦德伟先生及蔡芷珊博士。 fan. Mr MAK Tak-wai and Dr Maggie TSOI Tsz-shan.

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

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
- 检讨会计政策

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
- 乃合却
- 举报个案

建设及设施委员会

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, 包括但不限干总发展规划、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

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Key matters considered/resolved:

- Progress of Cyberport Expansion Project
- Smart-Space PropTech in Fanling (PropTech Co-working Space)
- Campus facilities management works
- Transactions, arrangements, and contracts of significance

Entrepreneurship Committee

The Entrepreneurship Committee ("EC") is responsible for overseeing matters 企业发展委员会负责监督由本公司举办、安排或执行 relating to entrepreneurship or start-up programmes organised, arranged, or 的各项企业发展及初创企业计划事宜,包括"数码港培 implemented by the Company, such as the Cyberport Incubation Programme 育计划"、"数码港创意微型基金"、"电竞行业支援计 ("CIP"), the Cyberport Creative Micro Fund ("CCMF"), the Esports Industry 划"及"数码港加速器支援计划"。于2024年3月31日, Facilitation Scheme, and the Cyberport Accelerator Support Programme. As 企业发展委员会共有七名成员,均为非执行董事,计 of 31 March 2024, the EC comprised of seven members who were all Non- 有冼超舜博士(企业发展委员会主席)、赵汝恒教授、 executive Directors. Dr Charleston SIN Chiu-shun (Chairman of the EC). 孔剑平博士、刘国勋议员、马殷女士、麦德伟先生及 Professor Christopher CHAO Yu-hang, Dr Jack KONG Jianping, Hon LAU Kwok- 杨全盛教授。 fan, Ms Erica MA Yun, Mr MAK Tak-wai and Professor 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 · 监察及检讨参与计划的初创企业发展进度 programmes
- and public mission events

Kev matters considered/resolved:

- ・ Approval of vetting results of CIP, CCMF, and Cyberport Greater Bay Area ・ 审批"数码港培育计划"、"数码港创意微型基金" Young Entrepreneurship Programme
- Digital Transformation Support Pilot Programme
- Digital Entertainment Leadership Forum
- Cyberport Venture Capital Forum
- Digital Economy Summit
- Cyberport Career Fair
- · Youth Start-up Internship Programme
- Joint Accelerator Programme under the Cyberport Accelerator Support · "数码港加速器支援计划"下的联合加速器计划
- Web3 Proof-of-Concept Subsidy Scheme
- · Changes for the composition of ECAG

Finance and Administration Committee

The Finance and Administration Committee ("FAC") is responsible for monitoring 财务及行政委员会负责监察及监督本公司的财务及行 and overseeing the finance and administration matters of the Company. As 政范畴。于2024年3月31日,财务及行政委员会共有 of 31 March 2024, the FAC comprised of seven members who were all Non- 七名成员,均为非执行董事,计有伍志强先生(财务及 executive Directors, Mr Victor NG Chi-keung (Chairman of the FAC), Professor 行政委员会主席)、陈嘉贤教授、张颖娴女士、梁建文 Karen CHAN Ka-yin, Ms Ivy CHEUNG Wing-han, Dr Michael LEUNG Kin-man, Mr 博士、麦德伟先生、彭一邦博士及冼汉廸先生。 MAK Tak-wai, Dr Derrick PANG Yat-bond and Mr Hendrick SIN.

经审议/议决的主要事项:

- · 数码港扩建计划之进度
- 粉岭Smart-Space PropTech (房地产科技共享工作
- 园区设施管理工作
- · 重大交易、安排及合同

企业发展委员会

- 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:
 - 一 透过"数码港创意微型基金"计划激发创意
 - 一 透过"数码港培育计划"扶植科技初创企业
 - 一 促进科技初创企业募集资金能力
- 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
- Review and approve the expenditures of any entrepreneurship programmes · 检讨及审批任何企业发展计划及公共使命活动的 开支

经审议/议决的主要事项:

- 及"数码港大湾区青年创业计划"的评审结果
- "数码转型支援先导计划"
- "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"
- · "Web3概念验证测试资助计划"
- 企业发展顾问团的组成变更

财务及行政委员会

Principal duties:

- · Approve any budgeted expenditures, commitments, and payments by the · 审批本公司任何预算开支、承担及付款 Company
- Decide and approve appropriate action in response to any unplanned matters or approve any unbudgeted expenditures, commitments, and
- Approve rental offers in respect of the leasing for office and retail . nremises
- 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
- 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 2024, the MFIC comprised six 旨在与其他私人及公众投资者共同投资数码港的数码 members, including five Non-executive Directors, Mr Hendrick SIN (Chairman of the MFIC), Professor Karen CHAN Ka-yin, Dr Jack KONG Jianping, Ms Erica 金委员会共有六名成员,包括五名非执行董事,计有 MA Yun, Mr Victor NG Chi-keung, and a government representative, Miss Cheryl CHOW Ho-kiu.

Principal duties:

- Review and approve CMF related investments and exits recommended by Management
- Oversee administration, management, and overall performance of the CMF · 监督"数码港投资创业基金"的行政、管理和整体
- 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 薪酬及人员委员会负责企业架构以及有关员工编制、 recommendations to the Board on organisational structure and policies 薪酬福利、发展、纪律及解雇方面的政策向董事局提 concerning staff recruitment, remuneration, development, disciplinary actions, 出建议。于2024年3月31日,薪酬及人员委员会共有 and dismissal. As of 31 March 2024, the RPC comprised six members who were 六名成员,均为非执行董事,计有陈细明先生 (薪酬及 all Non-executive Directors, Mr Simon CHAN Sai-ming (Chairman of the RPC), 人员委员会主席)、麦德伟先生、伍志强先生、冼超舜 Mr MAK Tak-wai, Mr Victor NG Chi-keung, Dr Charleston SIN Chiu-shun, Mr 博士、冼汉廸先生及杨全盛教授。 Hendrick SIN and Professor Eric YEUNG Chuen-sing.

主要职责:

- 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
- · 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"的基金规模达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, 科技创业家。于2024年3月31日,数码港投资创业基 冼汉廸先生(数码港投资创业基金委员会主席)、陈嘉 贤教授、孔剑平博士、马殷女士、伍志强先生, 以及 一名政府代表周可乔女士。

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
- · 监察"数码港投资创业基金"的运作并就此提供意

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

Cyberport 2023/24 Annual Report 数码港 2023/24 年报

Principal duties:

- · Make recommendations to the Board on the organisation structure and · 参考本公司的整体目标及宗旨,就组织架构及有 policies on staffing, remuneration, employment, disciplinary, and dismissal, with reference to the Company's overall goals and objectives
- · Make recommendations to the Board on the determination of remuneration · 就薪酬待遇的厘定及不同职级的雇用条款及条件 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 · 按照由董事局批准的主要表现指标及目标,就管 approved Key Performance Indicators ("KPIs") and objectives
- Review the policies and procedures for staff complaints and grievances · process

Key matters considered/resolved:

- Mannower plan
- Pay structure review and salary review
- · Annual performance review of Management

Meeting Attendance

A summary of meeting attendance of Board Members in meetings of the Board 于2023年4月1日至2024年3月31日财政年度,董事局 and Committees for the financial year from 1 April 2023 to 31 March 2024 is 成员于董事局及董事委员会的会议出席记录概要载列 provided in the following table.

主要职责:

- 关员工编制、薪酬福利、聘用、纪律及解雇方面 的政策向董事局提出建议
- 向董事局提出建议
- 检讨员工表现的评估准则,并向董事局提出建议
- 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:

- 人力计划
- 薪酬结构检讨及薪资检讨
- · 检讨管理层的年度表现

会议出席记录

于下表。

	Meetings	Board	AC	CFC 建设及	EC	FAC	MFIC	RPC ≉≅₩TL
Board Members 董事局成员	会议	董事局	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	薪酬及 人员委员会
Number of meetings held	举行会议次数	6	2	3	3	3	2	3
Simon CHAN (Chairman)	陈细明 (主席)	6/6						3/3
Karen CHAN	陈嘉贤	4/6	2/2			2/3	2/2	
Christopher CHAO	赵汝恒	3/6		1/3	0/3			
Ivy CHEUNG	张颕娴	5/6	2/2			3/3		
Cheryl CHOW	周可乔						1/1	
Jack KONG	孔剑平	6/6			3/3		2/2	
LAU Kwok-fan	刘国勋	5/6		2/3	3/3			
Michael LEUNG	梁建文	6/6	2/2			3/3		
Erica MA	马殷	5/6	1/2		2/3		2/2	
Eddie MAK ⁽¹⁾ or his alternate	麦德伟 ⁽¹⁾ (或替代董事)	6/6	2/2	3/3	2/3	3/3		3/3
Victor NG	伍志强	5/6				3/3	2/2	2/3
Derrick PANG	彭一邦	4/6		3/3		2/3		
Charleston SIN	冼超舜	4/6			3/3			3/3
Hendrick SIN	冼汉廸	6/6				1/3	2/2	1/3
Maggie TS0I	蔡芷珊	4/6		3/3				
Charmaine WONG	黄海韵						1/1	
Eric YEUNG	杨全盛	6/6			3/3			3/3
Average Attendance Rate	平均出席率	83.3%	90.0%	80.0%	76.2%	81.0%	100.0%	83.3%

(1) All the Committee meetings including AC, CFC, EC, FAC and RPC were attended by the (1) 所有董事委员会的会议包括审计委员会、建设及设施委员 alternate to Mr Eddie MAK.

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。

Meeting Procedure

The Board and Committees convene meetings on a regular basis. Special 董事局及各个委员会均定期举行会议,并于有需要时 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 decisionmakina.

The respective Board/Committee secretaries record the major points of 相关董事局/委员会秘书负责记录会议之讨论重点、 discussion, recommendations, decisions, and action items arising from the meetings. Outstanding matters are followed up by the relevant departments, 理,并于往后的董事局/委员会会议上汇报进度。 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 循不时更新的董事局程序,就管治事宜提供意见、协 as updated from time to time, advises on governance matters, facilitates 助就职及提供资料。 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 度薪酬等级已于第146页的综合财务报表附注9中披露。 disclosed under note 9 to the consolidated financial statements on page 146.

Guidance on the ethical behaviour (including anti-bribery and anti-corruption 本公司之道德行为指引(包括反贿赂及反贪污法律及法 laws and regulations) of the Company has been well-defined in the Company's 规) 已于本公司的员工行为守则及商业道德 ("《员工守 code of conduct and business ethics for staff ("Staff Code"). From time to 则》") 内详细列明。《员工守则》内容涵盖防止贿赂、利 time, the Staff Code will be reviewed and fine-tuned, covering issues such 益冲突、接受/提供馈赠及利益、处理机密资料及保 as prevention of bribery, conflict of interest, acceptance/offering of gifts and 密、知识产权以及职外业务或雇用、平等机会及骚扰 advantages, handling of confidential information and preservation of secrecy, 等多个范畴,而本公司将不时检讨《员工守则》内容并 intellectual property, and outside business or employment, equal opportunities, 作出相应调整。于本年度,廉政公署为本公司雇员提 and harassment. During the year, ICAC provided training on prevention of 供有关防止贿赂及利益冲突的培训。本公司于入职培 bribery and conflict of interest to the employees of the Company. New joiners 训期间向新入职员工简要介绍《员工守则》。本公司亦 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 董事局的职权及其授予委员会及管理层的职权已清晰 Committees and Management is clearly defined and documented in the Delegation of Authority Policy. Such delegation of authority is reviewed from 度,以确保配合业务及运作需要。 time to time to ensure that it meets the business and operational needs.

Financial Reporting

Board Members are responsible for the preparation of financial statements 董事局成员负责编制本公司及其附属公司(统称"本集 that give a true and fair view of the state of affairs of the Company and its 团")的财务报表,真实及公平地反映本集团于本年度 subsidiaries (collectively referred to as the "Group"), and of the Group's result 之事务状况、经营业绩及现金流量,以确保本集团之 and cash flows for the year to ensure that the preparation of the annual 年度财务报表乃根据法定规定及适用会计准则编制。 financial statements of the Group is in accordance with statutory requirements 董事局按持续经营基准编制财务报表,并采纳合适的 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 为此,提交予董事局的年度财务报表均已由管理层审 have been reviewed by Management. Management is responsible for finalising 阅。管理层负责与外聘核数师完成查核财务报表的资 them with the external auditor and then the Audit Committee.

会议程序

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。

推荐建议、议决及跟进事官。相关部门须负责跟进处

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

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

不时提醒全体吊丁遵守规定。

授权制度

界定,并列载于授权政策。本公司不时检讨授权制

财务汇报

会计政策贯彻应用,所作各项判断和估计均属审慎和

料,并再呈交予审计委员会审阅。

Cyberport 2023/24 Annual Report All new and amended accounting standards and requirements, as well as 所有新订和经修订的会计准则和要求,以及本集团所 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 为全面评估本集团的表现,董事局已批准年度财务报 has approved the annual financial statement and reviewed the monthly reports on financial results and business performance during the year.

Internal Control and Risk Management

The Board has ultimate responsibility for the risk management and internal 董事局对本公司的风险管理及内部监控系统负有最终 control system of the Company. The internal control system is designed to manage rather than eliminate the risk of failure to achieve business objectives. It provides reasonable, though not absolute assurance, regarding reliability of financial information, the effectiveness and operational efficiency and compliance with applicable laws and regulations.

The Company is committed to maintaining high standard of corporate 本公司致力恪守企业管治最高水平,提高机构的透明 governance, enhancing transparency and ensuring accountability. With the 度及确保问责性。在内部审计组的协助下,管理层参 assistance of the internal audit team, Management reviews the Company's 照由香港会计师公会建议的COSO内部监控框架,检讨 internal control system with reference to the Committee of Sponsoring 内部监控系统。检讨旨在识别及评估与关键流程相关 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 报告。本公司的风险管理及内部监控系统(包括其设 processes and the effectiveness of related controls in mitigating these risks. 计、实施和监察)会定期审阅,以不断改善及确保其稳 Independent reviews of the effectiveness of controls are conducted by the 健性。 internal audit team and reported to the AC annually. The risk management and internal control systems, including their design, implementation and monitoring, are reviewed regularly for continuous improvement and with a view to ensuring their robustness.

Through the AC, the Board reviewed the overall risk management and internal control system. It is considered that the overall risk management and internal 员会作出审阅。该等管理及系统于年内有效而充足。 control systems were effective and adequate during the year.

Internal Audit

The internal audit team reports directly and regularly to the AC on the 内部审计部定期直接向审计委员会汇报内部监控系统 adequacy and effectiveness of the internal control systems, as well as 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, with the implementation status regularly reported to the AC.

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 外部审计的主要目的是向董事局及股东作出独立的保 the Board and shareholders that the annual financial statements of the Group 证,确保本集团之年度财务报表已中肯地呈列。外聘 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 2024, the remuneration paid/payable to 截至2024年3月31日止年度,就审计服务及非审计服 the Company's external auditor, Ernst & Young, for audit services was approximately HK\$458,100 (2023: HK\$442,000) and for non-audit services was approximately HK\$18,000 (2023: HK\$8,000).

采纳的会计政策变更, 均已干本集团采纳前经审计委 员会讨论及批准。

表和审阅干本年度有关财务业绩及业务表现的每月报

内部监控及风险管理

责任。内部监控系统旨在管理而非消除未能实现业务 日标的风险,而日就财务资料的可靠性 有效性及营 运效率以及遵守适用法律及法规提供合理而非绝对保

的重大风险及监管减轻该等风险的成效。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

整体风险管理及内部监控系统已由董事局诱过审计委

内部宙计

的充足性及有效性、营运效率及成效,并评估本公司 内部监控流程、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 官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)及对审计工 作所产生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。

外部宙计

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。

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。外聘核数师亦会就干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

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458,100港元(2023年:442,000港元) 及约18,000港元(2023年:8,000港元)。

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 与特定工作相关的避免利益冲突守则。 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 内潜在的不当行为或其危害作出举报,而不会遭事后 within the organisation, without any risk of retribution. The Company also 追究。其他持份者若发现与本公司有关的任何怀疑失 encourages other stakeholders to raise concerns, in confidence, about 当、舞弊或违规行为,本公司亦鼓励其在保密情况下 suspected misconduct, malpractice or irregularities in any matters related to 提出关注。 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 董事局及管理层透过董事局及委员会会议、每月财务 and Committee meetings, monthly financial and business updates, with the Permanent Secretary for Innovation, Technology and Industry, as representative(s) of the shareholders to review strategic issues, business plans 发展。 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 为提高透明度及公开程度,本公司参照香港联合交易 corporate governance policies and practices, as appropriate and applicable with reference to the Corporate Governance Code ("CG Code") as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Committee meetings is also reported on page 96.

Corporate Communication

With a view to maintaining 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, 司的官方网站、每月电子通讯、新闻发布会和采访活 monthly e-newsletters, press briefings and interviews, and participation in a 动等发放消息,而本公司同时积极参与各式各样的本 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 尽管本公司毋须遵守《企业管治守则》,但本公司已将 Company has applied the principles of good corporate governance therein and has voluntarily complied with the code provisions therein generally except for 则条文的一般规定,惟以下除外: those as set out below:

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干履行职务时,须遵守

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

组织童程文件

本公司章程细则于年内并无任何变动。

及业务更新资料与股东代表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

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。

所有限公司证券上市规则附录C1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。

The individual attendance records of Board Members at the Board and 董事局及辖下委员会各成员的会议出席记录亦详列于 第96页。

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 地及海外展览和会议。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

守则内的良好企业管治原则付诸实行,并主动遵行守

Cyberport 2023/24 Annual Report 数码港 2023/24 年报

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
These MDRs deal with the arrangement of legal advice before the appointment of Directors and the policy for the nomination of Directors, and CPs deal with the nomination committee respectively. 这些强制披露规定与委任董事前之法律意见安排及董事提名政策有关,守则条文与提名委员会有关。	These MDRs 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 - B(ha), E(d)(iii) CP - B.3.1 to B.3.4 强制披露规定 — B(ha)、 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
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 鉴于业务及监管环境不断变化,本公司将持续检讨及 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

(如适用)加强其企业管治措施,以符合持份者的期望。