
CORPORATE GOVERNANCE REPORT

企業管治報告



The board of directors (the “Board” or “Board Members”) and the management (“Management”) of Hong Kong Cyberport Management Company Limited (the “Company”) are committed to maintaining and upholding high standards of corporate governance. The Company believes that good corporate governance provides the foundation for good corporate performance and is essential to accomplishing our public missions, meeting the expectations of our stakeholders, and attaining long-term and sustainable growth. The Company has therefore adopted accountability, transparency, fairness, ethics and integrity as the cornerstones of our corporate governance framework.

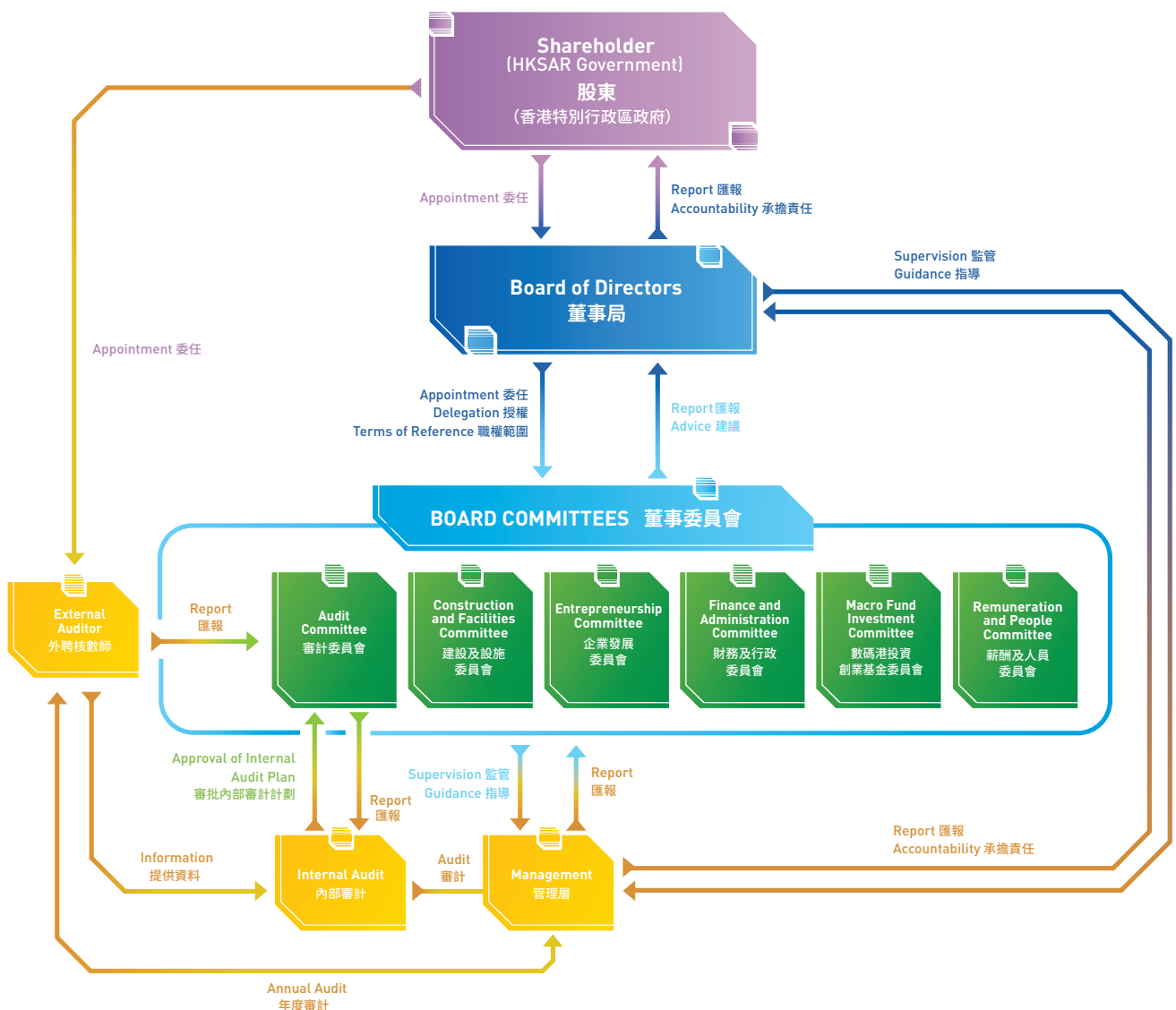
香港數碼港管理有限公司(「本公司」)董事局(「董事局」或「董事局成員」)及管理層(「管理層」)致力維持並奉行卓越的企業管治。本公司相信良好企業管治是良好企業表現的基礎，亦是履行公眾使命、滿足持份者期望及達到長期持續增長的要素。因此，本公司一直以問責性、具透明度、處事公允、注重道德操守及誠信作為企業管治架構的基石。

Corporate Governance Structure

(As at 31 March 2022)

企業管治架構

(於2022年3月31日)



Board of Directors

The Board has the collective responsibilities for the leadership and control of the Company within a framework of prudent and effective controls. It governs and leads the Company in a responsible and effective manner.

The Board sets the corporate strategies and approves the operating plans proposed by Management. Each Board Member has a duty to act in good faith and in the best interests of the Company.

To ensure effective discharge of duties by Board Members, the Board assumes the responsibility of ensuring that each Board Member has spent sufficient time to attend to the affairs of the Company. All Board Members are kept abreast of the development of the Company through regular Board meetings, and receipt of regular financial and business updates.

Board Members may seek independent professional advice in appropriate circumstances at the Company's expense to discharge their duties.

The Company has also arranged appropriate Directors' and Officers' liability insurance to indemnify the Board Members against liabilities arising out of the discharge of their duties and responsibilities as the Board Members of the Company.

Chairman and Chief Executive Officer

The roles of the Chairman of the Board, and the Chief Executive Officer ("CEO") of the Company are complementary, but more importantly, they are distinct and separate with a clear and well established division of responsibilities, enhancing independence and accountability.

The Chairman of the Board, who is a Non-executive Director, is responsible for managing and leading the Board in setting the Company's overall directions, strategies and policies, as well as monitoring the performance of the CEO. Apart from making sure that adequate information about the Company's business is provided to the Board in a timely basis, the Chairman provides leadership for the Board, and ensures views on all principal and appropriate issues are exchanged in a timely manner, by encouraging all Board Members to make a full and effective contribution to the discussion. Under the Chairman's guidance, all decisions have reflected the consensus of the Board.

The CEO, who is appointed by the Board as a remunerated full-time employee of the Company, is responsible to the Board for implementing the strategy and policy as established by the Board, and managing the day-to-day business of the Company.

Board Composition

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

董事局

董事局透過審慎而有效的監管框架，集體負責領導和監管本公司，以盡責盡心和重視效益的態度管治及領導本公司。

董事局負責制定企業策略及審批由管理層所建議的營運計劃。董事局各成員均有責任本著誠信原則，並以本公司最佳利益為前提下履行職責。

為確保董事局成員有效履行職務，董事局有責任確保各董事局成員均有充分時間參與本公司的事務。所有董事局成員均可藉參與常規董事局會議及定期收取最新財務及業務資料，了解本公司之發展。

各董事局成員可於適當情況下尋求獨立專業意見，以履行其職責，有關費用由本公司承擔。

本公司已為各董事局成員購買適當之董事及高級職員責任保險，以保障他們免受因履行本公司董事職務及職責而引起的法律責任。

主席及行政總裁

本公司董事局主席和行政總裁（「行政總裁」）的職務相輔相成，但重點是兩者的角色分明，職責分工亦有清楚界定，以增加獨立性及問責性。

董事局主席為非執行董事，負責管理及領導董事局，為本公司制訂整體方向、策略及政策，以及監察行政總裁的表現。主席除了確保董事局適時獲得有關本公司業務的足夠資料外，亦負責領導董事局，並鼓勵所有董事局成員對董事局會議上的討論作出全面而有效的貢獻，確保他們就所有重要及合適的事宜適時交換意見。在主席的領導下，董事局所有決定均根據董事局的共識而作出。

行政總裁由董事局委任，為本公司受薪全職人員，負責執行董事局所制訂的策略及政策，以及管理本公司日常業務。

董事局的組成

於本年報日期，董事局共有15名董事，均為非執行董事，計有陳細明先生（主席）（於2022年4月1日獲委任）、陳嘉賢教授、趙汝恒教授、張穎嫻女士、劉國勳先生、梁建文先生、凌嘉勤教授、馬殷女士（於2022年4月1日獲委任）、麥德偉先生（於2022年7月20日獲委任）、伍志強先生、冼漢迪先生、冼超舜博士、蔡芷珊女士（於2022年4月1日獲委任）、黃慧敏女士及楊全盛先生。這種架構有效地確保董事局決策過程及對管理層監督的獨立性、客觀性及公正性。非執行董事能夠從客觀的外界觀點，理性正面地質詢和審議策略方案。

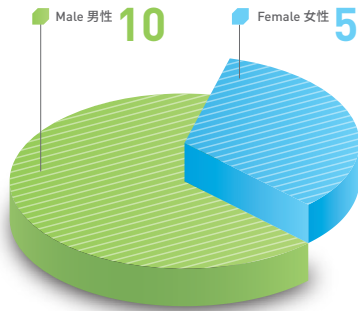
All Board Members are appointed by the shareholders without receiving any honorarium, generally for a two-year term and subject to re-appointment upon expiry of their terms.

所有董事局成員均由股東委任，沒有收取任何酬金，一般任期為兩年及任期屆滿後須再獲委任。

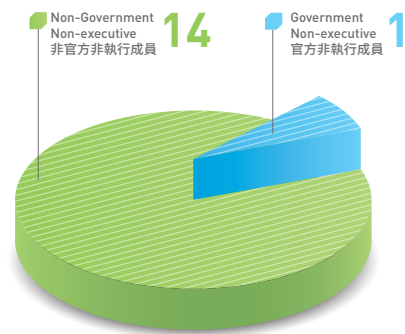
Board Composition

董事局成員組合

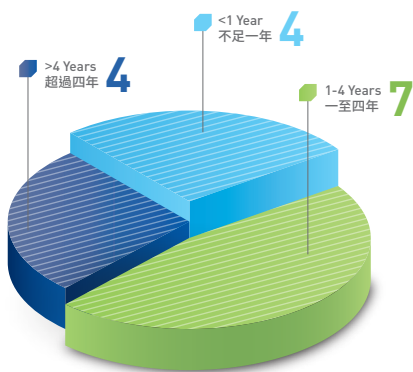
Gender 性別



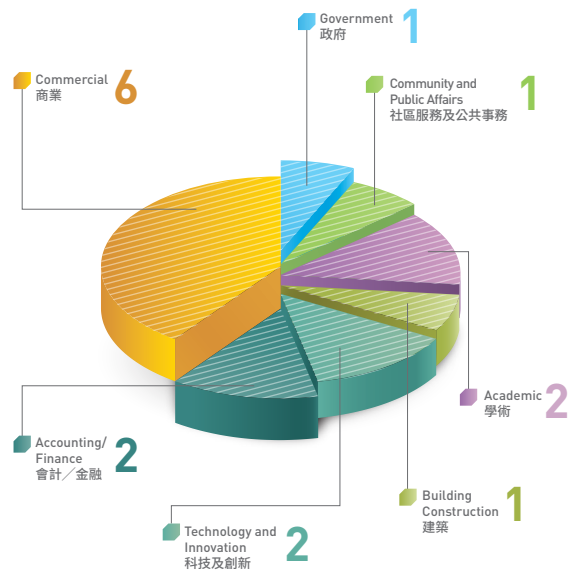
Category 類別



Length of Service on Board 出任本公司董事局的年期



Profile 背景



Board Diversity

We recognise the importance of ensuring an appropriate balance of skills, knowledge, experience and gender on the Board to our corporate governance. Our Board Members, while one of them is from the Government, with others come from various business fields, including technology and innovation, accounting and finance, commercial, building construction, town planning, public affairs and academic, have both the breadth and depth of relevant experience to steer and oversee the business of the Company.

The current mix of our Board Members is balanced and well represented by IT professionals, business executives, government representatives and other industry professionals and leaders. Biographical details of the Board Members are set out in the section "Board of Directors" in this Annual Report. The Company also maintains on its website (www.cyberport.hk) an updated list of its Board Members identifying their roles and functions.

Board Functions

The Board directs the management of the business and affairs of the Company. The overall management of the Company's business is vested in the Board. The Board focuses its attention on providing overall strategic guidance to the Company on its business development, finance and oversight over corporate governance. These include strategic planning, financial and business performance, governance and risk management, as well as human resources and remuneration issues.

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

In addition to the regular financial and business performance reports submitted to the Board at its regular meetings, the Board also receives monthly financial and business updates with information on the Company's latest financial performance. Directors can therefore have a balanced and comprehensive assessment of the Company's performance, business operations, financial position and prospects throughout the year. All Board Members have access to Management for obtaining necessary information.

董事局成員多元化

我們深知力求董事局在技能、知識、經驗和性別各方面均維持適當平衡，對企業管治極為重要。我們其中一名董事局成員來自政府，其餘成員則來自不同的業務範疇，包括科技及創新、會計及金融、商業、建築、城市規劃、公共事務及學術界。各董事局成員均具有相關豐富經驗和淵博知識，以督導和監督本公司的業務。

現有董事局成員的組合均衡，成員為來自不同業界的專業代表，包括資訊科技專家、商界行政人員、政府代表，以及其他行業的專業人士與領袖。各董事局成員的履歷詳情載列於本年報之「董事局」一節。本公司亦已於其網站(www.cyberport.hk)上載本公司的最新董事局成員名單，列明各董事擔任的職務及職責。

董事局職能

董事局負責對本公司的業務和事務管理作出指導。本公司整體業務的管理交由董事局負責。董事局專注就業務發展、財務範疇向本公司提供整體策略方針，同時負責監察企業管治，其中包括策略規劃、財務及業務表現、管治及風險管理和人力資源及薪酬事宜。

在董事局常規會議上，管理層向董事局匯報本公司的業務狀況，包括本公司的營運、項目進展、財務表現、法律事宜、企業管治、風險管理、人力資源、可持續發展、企業責任和前景展望。連同董事局會議的討論，可確保董事局成員能通盤掌握本公司的業務狀況，並獲取充分資料，以作出符合本公司利益的知情決策。

除了在常規會議上向董事局提交的定期財務和業務表現報告外，董事局亦收取載有本公司最新財務表現資料的每月財務和業務更新。因此，董事可於年內對本公司的業績表現、業務營運、財務狀況和前景展望作出平衡和全面的評估。所有董事局成員均可聯絡管理層以獲取所需資料。

Directors Continuous Training and Development Programme

Each newly appointed Board Member is given a comprehensive, formal and tailored induction programme so that they can discharge their responsibilities to the Company properly and effectively. The programme consists of meeting with the CEO and Management, briefings on the Company's operations and major developments, and visits to the Company's facilities. New Board Members are able to familiarise themselves with the Company's objectives, strategies, business, operations and internal controls, as well as the general and specific duties of directors.

Further, all Board Members are provided with a Directors' Handbook on their appointment, which sets out, amongst other things, directors' duties, code of conduct, declaration of interests and the terms of reference of the Board Committees. The Directors' Handbook is updated from time to time to reflect developments in those areas.

Recognising that development is an ongoing process, Board Members were invited to attend forums and conferences on information technology in the year under review ("Year"). A briefing session on "Northern Metropolis Strategy" hosted by the Hong Kong/Shenzhen Co-operation of Policy Innovation and Co-ordination Office was arranged for the Board on 6 December 2021 to share the transformation and development of northern Hong Kong into an international I&T hub.

Board Proceedings

Board meetings are held regularly and no less than once every quarter. Additional Board or Committee meetings to consider specific matters can be convened when necessary. All Board Members have full and timely access to all relevant information about the Company and may take independent professional advice at the Company's expense, if necessary, in accordance with the approved procedures, so that they can discharge their duties and responsibilities as Board Members.

Schedule for the regular Board and Committee meetings in each year is made available to all Board Members before the end of the preceding fiscal year. Furthermore, notice of meetings will be given to the Board Members before each regular meeting.

Meeting agenda for regular meetings are set after consultation with the Chairman and CEO. In general, the agenda and papers are sent to the Board Members five working days before the intended date of the meeting.

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

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

董事持續培訓及發展計劃

各新獲委任的董事局成員均獲提供全面、正式及特為其而設的就職計劃，讓他們能恰當和有效地向本公司履行職責。該計劃包括與行政總裁和管理層會面、參加有關本公司營運與重要發展項目的簡報會及參觀本公司設施，使董事局新成員能夠了解本公司的目標、策略、業務、營運、內部監管，以及董事的一般及特定職責。

此外，董事局全體成員於獲委任時均獲發一份《董事手冊》，當中列載董事職責、道德操守、董事利益申報及董事委員會的職權範圍。《董事手冊》會因應這些範疇的最新發展不時作出更新。

我們深知發展必須持之以恆，故於回顧年度（「本年度」）邀請董事局成員出席多個有關資訊科技的論壇及會議。董事局於2021年12月6日安排港深合作政策創新聯合辦公室舉辦有關「北部都會區發展策略」的簡介會，分享香港北部轉型及發展為國際創新科技中心。

董事局議事程序

董事局定期召開會議，而每季不少於一次。董事局可視乎需要另行召開董事局會議或委員會會議，以審議特定事項。董事局全體成員均可全面及適時取得有關本公司的所有相關資料。如有需要，董事局成員可按照已核准的程序，獲取獨立專業人士之意見，以履行董事局成員的職務及職責，有關費用由本公司支付。

每年的常規董事局及委員會會議之會期會於上一個財政年度結束前通報董事局全體成員。此外，會議通告將於每次常規會議前提交予董事局成員。

常規會議的議程會於諮詢主席及行政總裁後擬定。議程和文件一般在會議擬定日期前5個工作日提呈予董事局成員。

董事局成員可親自或透過電子通訊方式出席董事局會議。

將於董事局會議表決之事宜均由獲准投票的董事局成員以過半數作出議決，惟慣常情況是董事局根據共識作出決定。董事局會不時檢討運作模式，與時並進，以配合規管變動及最佳企業管治實務。

Board Meetings

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

Key matters considered/resolved:

- Strategic plan and objectives
- Annual plan and performance targets
- Mid-Year key performance indicators review
- Annual report and audited financial statements
- Management accounts and reports
- Amendment of code of conduct for Directors
- Amendment of code of conduct and business ethics for staff ("Staff Code")
- Oversight of senior management
- Corporate goals and performance assessment
- Annual performance assessment of Management
- Transactions, arrangements and contracts of significance

Apart from Board meetings, the Chairman had sessions with Board Members without the presence of Management to discuss human resources matters.

Strategic Planning

The Board has continued to review the strategies of the Company to identify and assess the opportunities and challenges the Company may face, and to develop a planned course of action for the Company to generate and preserve long-term value.

The direction of Cyberport Three-Year Strategic Plan 2020/21 – 2022/23 was set in the 2019/20 so as to continue its public mission to drive Hong Kong's digital technology development. Progress of implementation of the key initiatives in the strategic plan was reported to and reviewed by the Board Members.

Financial Reporting

The Board is responsible for the preparation of financial statements that give a true and fair view of the state of affairs of the Company and its subsidiaries (collectively referred to as the "Group"), and of the Group's result and cash flows for the Year. The Board has prepared the financial statements on a going concern basis, and has adopted appropriate accounting policies and applied them consistently. Judgments and estimates have been made that are prudent and reasonable.

In support of the above, the financial statements presented to the Board have been reviewed by Management. Management is responsible for finalising them with the external auditor and then the Audit Committee.

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

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

Further, in order to make a comprehensive assessment of the Group's performance, the Board has reviewed an annual plan during the Year and the monthly reports on financial results and business performance.

董事局會議

於本年度，董事局共召開了4次混合會議，整體出席率達89.3%。

經審議／議決的主要事項：

- 策略計劃及目標
- 年度計劃及表現目標
- 中期主要表現指標檢討
- 年報及經審核財務報表
- 管理賬目及報告
- 修訂董事行為準則
- 修訂員工行為準則及商業道德(「員工守則」)
- 監督高級管理層
- 公司目標及表現評估
- 管理層的年度表現評估
- 重大交易、安排及合約

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

策略規劃

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

於2019/20年度，已制訂數碼港2020/21至2022/23年三年策略計劃的方向，進一步加強其公眾使命，以推動香港的數碼科技發展。策略計劃內各項主要措施的實施進度須向董事局成員匯報並進行檢討。

財務匯報

董事局負責編製本公司及其附屬公司(統稱「本集團」)的財務報表，真實及公平地反映本集團於本年度之財務狀況、經營業績及現金流量。董事局按持續經營基準編製財務報表，並採納合適的會計政策，並貫徹應用，所作各項判斷和估計均屬審慎合理。

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

此外，所有新編製和經修訂的會計準則和要求，以及本集團所採納的會計政策變更，均已於本集團採納前經審計委員會討論及批准。

董事局成員確認其責任是確保本集團根據法定要求及適用會計準則編製年度財務報表。

此外，為全面評估本集團的表現，董事局已於本年度審閱年度計劃和有關財務業績及業務表現的每月報告。

Code of Conduct

The Company is a public body under the Prevention of Bribery Ordinance ("POBO"). Accordingly, Board Members are regarded as "public servants" for the purpose of POBO. The Company is fully committed to the principle of honesty, integrity and fair play in the delivery of products and services to the public.

The Board is collectively responsible for the management and operations of the Company. Board Members, both collectively and individually, are expected to exercise fiduciary duties and duties of care, skill and diligence to a standard at least commensurate with the standard established by the laws and regulations of Hong Kong.

Delegating the functions of the Board is permissible but does not absolve Board Members from their responsibilities or from applying the required levels if they pay attention to the Company's affairs only at formal meetings. At a minimum, Board Members should take an active interest in the Company's affairs and obtain a general understanding of the Company's business.

Board Members should regularly attend and actively participate in Board and Committee meetings, and prepare for them by reviewing all materials provided by Management.

Board Members are required on their first appointment, on an annual basis, and as and when necessary thereafter to declare any interests that are or may be relevant and material to the business and operations of the Company. They are also required to inform the Company Secretary of any changes in their declared interests or any new interests that may arise as soon as they become aware of such interests. A Register of Directors' Interests is kept by the Company Secretary and is accessible by the Board Members.

Every Board Member is also required to observe his/her ongoing disclosure obligations (including, without limitation, requirements to notify changes in personal particulars to the Company Secretary and/or circumstances that may affect his/her independence, and to declare material interests, if any, in any transaction, arrangement or contract or a proposed transaction, arrangement or contract with the Company) under the Companies Ordinance.

A Board Member cannot cast a vote on any contract, transaction, arrangement or any other kind of proposal in which he/she has an interest and which he/she knows is material except with the approval of the Board/Committees. For this purpose, interests of a person who is connected with a Board Member (including any of his/her associates) are treated as the interests of the Board Member himself/herself. A Board Member may not be included in the quorum for such part of a meeting that relates to a resolution he/she is not allowed to vote on, but he/she shall be included in the quorum for all other parts of that meeting. This reduces potential conflicts which might otherwise arise between the Company's business and an individual Board Member's other interests or appointments.

道德操守

本公司是一家受《防止賄賂條例》規管的公共機構。因此，董事局成員均被視為防止賄賂條例所指的「公職人員」。本公司承諾在向公眾提供產品及服務時，秉承誠實、正直和公平的原則。

董事局須就本公司的管理及業務營運承擔共同責任。董事局成員須共同和個別地履行誠信責任及以應有的謹慎、技能和勤勉盡責的態度行事，而履行其責任時，至少須符合香港法規所確定的標準。

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

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

董事局成員在首次獲委任時、其後每年度和之後有需要時，均須申報與本公司業務運作有關或可能有關並屬重大性質的任何利益。如發現過往申報的資料有任何更改或有任何新利益申報，董事局成員必須儘快通知公司秘書。董事利益申報登記冊由公司秘書保存，並可供董事局成員查閱。

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

除經董事局／委員會批准外，董事局成員不得就其在當中擁有權益及其知悉屬重大性質的任何合約、交易、安排或任何其他建議議案進行投票。就此而言，與董事局成員（包括其任何聯繫人士）有關連的人士之利益均視作董事局成員本身的利益。董事局成員如不獲准對某項決議案作出投票，則該成員並不計算在該項決議案的相關會議部分的法定人數內，惟該成員仍可計算在該次會議所有其他部分的法定人數內。這種做法可減少本公司業務與個別董事局成員的其他利益或任命之間可能產生的衝突。

Board Committees

During the Year, the Board has six standing Committees, namely, the Audit Committee, Construction and Facilities Committee, Entrepreneurship Committee, Finance and Administration Committee, Macro Fund Investment Committee and Remuneration and People Committee, to assist it in carrying its responsibilities.

Each of these Committees has specific written terms of reference, which set out in detail their respective authorities and responsibilities. The terms of reference of all Board Committees are reviewed from time to time in the light of the Company's evolving operational, business and development needs.

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

All Committees are accountable to the Board for their recommendations and decisions. The meeting processes of the Board Committees follow closely those of the Board. The interface between the Board and Board Committees are:

- All Board Members may attend any Committee meetings as observers
- Board Members are free to access the papers of any Committee meetings through the Company Secretary
- Full minutes of Committee meetings are sent to Board Members for information

The following sets out details of Board Committees, principal duties and key matters considered or resolved during the Year.

Audit Committee

The Audit Committee ("AC") is responsible for overseeing and reviewing the effectiveness of the Company's internal control, risk management system, regulatory compliance, and the Company's internal audit function. It is responsible for overseeing the integrity of the Group's financial statements and the application of financial reporting principles, and the Company's relationship with the external auditors and their independence assessments. As at 31 March 2022, the AC comprised six members, all Non-executive Directors, Mr Victor NG Chi-keung (Chairman of the AC), Professor Karen CHAN Ka-yin, Ms Ivy CHEUNG Wing-han, Hon Duncan CHIU, Ms Annie CHOI Suk-han and Ms Rosana WONG Wai-man.

Principal duties:

- Review and endorse audited financial statements for the Board's approval
- Make recommendations on the appointment of external auditor, approve its audit fee and terms of engagement, and oversee the Company's relations with the external auditor
- Review accounting policies
- Oversee internal controls, financial controls, risk management system and internal audit function

Key matters considered/resolved:

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

董事委員會

於本年度，董事局轄下設有6個常務委員會，分別為審計委員會、建設及設施委員會、企業發展委員會、財務及行政委員會、數碼港投資創業基金委員會以及薪酬及人員委員會，以協助董事局履行其職責。

各個委員會均以書面具體訂明其職權範圍，詳細闡明其各自的權力及職責。因應本公司不斷變化的業務經營和發展需要，所有董事委員會的職權範圍將不時作出檢討。

董事局各成員於本年度的會議出席記錄載列於年報第89頁。

所有委員會須對其建議及決策向董事局負責。董事委員會的會議流程均嚴格按照董事局的規則進行。董事局及其轄下各委員會之間的連繫如下：

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

各董事委員會之詳細資料、其主要職責及於本年度審議或議決的主要事項詳情載列如下。

審計委員會

審計委員會負責監察及檢討本公司內部監管、風險管理制度、遵守規管要求及本公司內部審計功能之成效，亦負責監察本集團財務報表之完整性、財務匯報原則之應用及本公司與外聘核數師之關係及評估彼等之獨立性。於2022年3月31日，審計委員會由六名成員組成，均為非執行董事，即伍志強先生(審計委員會主席)、陳嘉賢教授、張穎嫻女士、邱達根先生、蔡淑嫻女士及黃慧敏女士。

主要職責：

- 審查並批准經審核財務報表，以供董事局批准
- 就外聘核數師的委任提出建議，並審批其審計費用及聘用條款，以及監督本公司與外聘核數師的關係
- 檢討會計政策
- 監督內部監管、財務監管、風險管理制度及內部審計功能

經審議／議決的主要事項：

- 年度經審核財務報表
- 外聘核數師報告、審計過程的客觀性及有效性
- 風險管理和內部監管檢討
- 風險登記冊及風險評估結果
- 內部審計工作計劃
- 內部審計檢討報告
- 舉報個案

Construction and Facilities Committee

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

Principal duties:

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

Key matters considered/resolved:

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

建設及設施委員會

建設及設施委員會負責監察和監督資本工程相關事宜、設施管理及相關諮詢服務。於2022年3月31日，建設及設施委員會由六名成員組成，均為非執行董事，即黃慧敏女士（建設及設施委員會主席）、趙汝恒教授、邱達根先生、蔡淑嫻女士、劉國勳先生及凌嘉勤教授。

主要職責：

- 審批本公司進行的資本工程項目（包括新發展、再發展或建設項目）以及本公司物業的設施管理的基本方針或就此提供建議
- 認可及建議有關新資本工程的規劃及發展參數，包括但不限於總發展規劃、設計、計劃、預算及設施條文及相關人員編製規定
- 審批有關資本工程、設備管理工程及相關諮詢服務的合約之批授、修訂／索賠及商業結算
- 監察資本工程項目以及設施管理事宜之進度及監管其開支
- 檢討及審批資本工程及設施管理相關政策

經審議／議決的主要事項：

- 監察數碼港擴建計劃及酒店翻新工程之進度
- 檢討園區設施管理工作及合同授約
- 重大交易、安排及合同

Entrepreneurship Committee

The Entrepreneurship Committee ("EC") is responsible for overseeing the administration and management of the start-up and entrepreneurship programmes and events implemented by the Company, such as the Cyberport Incubation Programme ("CIP"), the Cyberport Creative Micro Fund ("CCMF"), the Esports Industry Facilitation Scheme ("EIFS") and the Cyberport Accelerator Support Programme. As at 31 March 2022, the EC comprised of eight members, all Non-executive Directors, Professor LING Kar-kan (Chairman of the EC), Professor Christopher CHAO Yu-hang, Ms Annie CHOI Suk-han, Hon LAU Kwok-fan, Mr Hendrick SIN, Dr Charleston SIN Chiu-shun, Ms Rosana WONG Wai-man and Mr Eric YEUNG Chuen-sing.

Principal duties:

- Oversee the administration and management of the start-up and entrepreneurship programmes and events implemented by the Company
- Monitor and review the operational or financial plans and proposals, administrative matters, business directions and strategies in relation to the following three aspects:
 - Sparking creative ideas through the CCMF Scheme
 - Nurturing technology start-ups through the CIP
 - Boosting technology start-ups' fundraising capability
- Approve the appointment and composition of the Entrepreneurship Committee Advisory Group ("ECAG") which comprises venture capitalists, business executives, technology industry professionals, academics, and trade association members
- Approve applications for the start-up and entrepreneurship programmes of the Company
- Monitor and review the progress of the start-ups of the programmes

Key matters considered/resolved:

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

企業發展委員會

企業發展委員會負責監察由本公司所推行各項初創企業及企業發展計劃及活動之行政及管理事宜，包括「數碼港培育計劃」、「數碼港創意微型基金」、「電競行業支援計劃」及「數碼港加速器支援計劃」。於2022年3月31日，企業發展委員會共有八名成員，均為非執行董事，計有凌嘉勤教授（企業發展委員會主席）、趙汝恒教授、蔡淑嫻女士、劉國勳先生、冼漢迪先生、冼超舜博士、黃慧敏女士及楊全盛先生。

主要職責：

- 監察由本公司所推行的各項初創企業及企業發展計劃及活動之行政及管理事宜
- 監察及檢討有關以下三大範疇之業務或財務計劃及建議書、行政事宜、業務方向及策略：
 - 透過「數碼港創意微型基金」激發創意
 - 透過「數碼港培育計劃」扶植科技初創企業
 - 促進科技初創企業募集資金能力
- 審批企業發展顧問組的組成及成員委任，其成員包括創投資本家、商界行政人員、科技界專業人士、學者及貿易商會成員
- 審批本公司各項初創企業及企業發展計劃的申請
- 監察及檢討參與計劃的初創企業發展進度

經審議／議決的主要事項：

- 「數碼港培育計劃」評審結果及改良
- 「數碼港創意微型基金」評審結果及改良
- 「數碼港大灣區青年創業計劃」評審結果
- 「電競行業支援計劃」及「電競實習支援計劃」評審結果及改良
- 「數碼娛樂領袖論壇」
- 「數碼港創業投資論壇」
- 「互聯網經濟峰會」
- 「數碼港招聘博覽」
- 「數碼港·大學合作夥伴計劃」
- 改變企業發展顧問組的組成

Finance and Administration Committee

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

Principal duties:

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

Key matters considered/resolved:

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

Macro Fund Investment Committee

The Macro Fund Investment Committee ("MFIC") is responsible for overseeing the administration, management and overall performance of the Cyberport Macro Fund ("CMF") and approval of the CMF related investments. The CMF, with a total size of HK\$400 million, aims to provide seed to Series A stage and beyond funding to Cyberport digital entrepreneurs ("DE") to assist them to accelerate, and to promote the development of the venture capital ecosystem for DE in Hong Kong. The CMF is an investment fund which targets to co-invest with other private and public investors in the Cyberport DE. As at 31 March 2022, the MFIC comprised five members, including four Non-executive Directors, Dr George Lam (Chairman of the MFIC), Professor Karen CHAN Ka-yin, Mr Victor NG Chi-keung and Mr Hendrick SIN, and a government representative, Miss Charmaine Amy WONG Hoi-wan.

Principal duties:

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

Key matters considered/resolved:

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

財務及行政委員會

財務及行政委員會負責監察及監督本公司的財務及行政範疇。於2022年3月31日，財務及行政委員會共有六名成員，均為非執行董事，計有邱達根先生(財務及行政委員會主席)、張穎嫻女士、蔡淑嫻女士、梁建文先生、凌嘉勤教授及伍志強先生。

主要職責：

- 審批本公司任何預算開支、承擔及付款
- 因應任何未規劃事項決定和審批合適的行動，或審批任何未列入預算的開支、承擔及付款
- 檢討及審批企業政策，包括租賃、採購、財務、行政、市場及資訊科技
- 就已批准的業務計劃和相應公司發展策略之執行及實施進行資源檢討

經審議／議決的主要事項：

- 審查及認可年度預算及辦公室租金，以供董事局批准
- 中期財政檢討
- 審查及認可數碼港擴建計劃財務安排，以供董事局批准
- 租務相關事宜

數碼港投資創業基金委員會

數碼港投資創業基金委員會負責監督「數碼港投資創業基金」的行政、管理和整體表現，以及批准「數碼港投資創業基金」的相關投資。「數碼港投資創業基金」的總投資額為4億港元，向數碼港「數碼科技創業家」提供種子項目投資至A輪及以上融資，協助公司業務飛躍發展；並推動香港創業投資生態的發展，為數碼科技創業家進一步開拓創業空間。「數碼港投資創業基金」是一項投資基金，旨在與其他私人及公眾投資者共同投資數碼港的數碼科技創業家。於2022年3月31日，數碼港投資創業基金委員會共有五名成員，包括四名非執行董事林家禮博士(數碼港投資創業基金委員會主席)、陳嘉賢教授、伍志強先生及冼漢迪先生以及一名政府代表黃海韻女士。

主要職責：

- 檢討及審核管理層所提出「數碼港投資創業基金」相關投資建議
- 監督「數碼港投資創業基金」的行政、管理和整體表現
- 監察「數碼港投資創業基金」的運作並就此提供意見

經審議／議決的主要事項：

- 檢討「數碼港投資創業基金」的投資組合
- 「數碼港投資創業基金」的申請及退出
- 審查及認可「數碼港投資創業基金」首筆A輪後投資，以供董事局批准

Remuneration and People Committee

The Remuneration and People Committee ("RPC") is responsible for making recommendations to the Board on organisational structure and policies on staffing, remuneration, employment, discipline and dismissal, with reference to the Company's overall goals and objectives. As at 31 March 2022, the RPC comprised six members, all Non-executive Directors, Dr George Lam (Chairman of the RPC), Ms Annie CHOI Suk-han, Mr Michael LEUNG Kin-man, Mr Hendrick SIN, Dr Charleston SIN Chiu-shun and Mr Eric YEUNG Chuen-sing.

Principal duties:

- Review staffing, remuneration and employment policies and strategies
- Advise the Board on staff-related issues, including annual corporate goals and performance measures, grading and pay structure, variable pay and retirement schemes
- Review the criteria for assessing employee performance and make recommendations to the Board
- Review the salary increase and annual performance bonus for the senior executives and general staff, and make recommendations to the Board
- Board approves the annual plan and delegate RPC to review the performance of the C-levels management of the Company, with reference to the Board's approved Key Performance Indicators ("KPIs") and objectives

Key matters considered/resolved:

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

薪酬及人員委員會

薪酬及人員委員會負責按照本公司的整體目標及宗旨，就企業架構以及有關員工編製、薪酬福利、員工招聘、紀律及解僱方面的政策向董事局提出建議。於2022年3月31日，薪酬及人員委員會共有六名成員，均為非執行董事，計有林家禮博士(薪酬及人員委員會主席)、蔡淑嫻女士、梁建文先生、冼漢迪先生、冼超舜博士及楊全盛先生。

主要職責：

- 檢討員工編製、薪酬福利和招聘政策及策略
- 就與員工相關的事宜向董事局提出意見，其中包括年度企業目標、表現衡量方法、職級及薪酬結構、浮動薪酬及退休福利計劃
- 檢討員工表現的評估準則，並向董事局提出建議
- 審核高層管理人員和一般職員的加薪和年度表現獎金花紅，並向董事局提出建議
- 董事局批准年度計劃，並委派薪酬及人員委員會按照由董事局批准的主要表現指標及目標，就本公司高級管理層表現作出檢討

經審議／議決的主要事項：

- 企業目標及表現衡量方法
- 檢討高級管理層的年度表現
- 員工參與及留聘
- 修訂員工守則

Meeting Attendance

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

會議出席記錄

於2021年4月1日至2022年3月31日財政年度，董事局成員於董事局及董事委員會的會議出席記錄概要載列於下表。

Board Members 董事局成員		Meetings 會議	Board 董事局	AC 審計委員會	CFC 建設及設施委員會	EC 企業發展委員會	FAC 財務及行政委員會	MFIC 數碼港投資創業基金委員會	RPC 薪酬及人員委員會
Number of meeting(s) held	舉行會議次數		4	2	5	3	3	2	3
Lee George LAM (Chairman)	林家禮 (主席)		4/4	-	-	-	-	2/2	3/3
Karen CHAN	陳嘉賢		3/4	2/2	-	-	-	2/2	-
Christopher CHAO	趙汝恒		3/4	-	5/5	3/3	-	-	-
Ivy CHEUNG	張穎嫻		4/4	2/2	-	-	3/3	-	-
Duncan CHIU	邱達根		4/4	1/2	4/5	-	3/3	-	-
Annie CHOI ⁽¹⁾ or her alternate	蔡淑嫻 ⁽¹⁾ (或替代董事)		4/4	2/2	5/5	3/3	3/3	-	3/3
LAU Kwok-fan ⁽²⁾	劉國勳 ⁽²⁾		3/4	-	4/5	3/3	-	-	-
Michael LEUNG	梁建文		3/4	-	-	-	2/3	-	3/3
LING Kar-kan	凌嘉勤		3/4	-	3/5	2/3	3/3	-	-
Victor NG	伍志強		4/4	2/2	-	-	3/3	2/2	-
Hendrick SIN	冼漢迪		4/4	-	-	3/3	-	2/2	3/3
Charleston SIN	冼超舜		4/4	-	-	3/3	-	-	3/3
Charmaine WONG ⁽³⁾	黃海韻 ⁽³⁾		-	-	-	-	-	1/1	-
Rosana WONG	黃慧敏		3/4	2/2	5/5	2/3	-	-	-
Eva YAM ⁽⁴⁾	任雅玲 ⁽⁴⁾		-	-	-	-	-	1/1	-
Eric YEUNG	楊全盛		4/4	-	-	3/3	-	-	1/3
Average Attendance Rate	平均出席率		89.3%	91.7%	86.7%	91.7%	94.4%	100.0%	88.9%

Notes:

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

附註：

- (1) 所有董事委員會的會議包括審計委員會、建設及設施委員會、企業發展委員會、財務及行政委員會及薪酬及人員委員會均由蔡淑嫻女士的替任出席。
- (2) 劉國勳先生已於2021年4月1日起獲委任為董事局成員、建設及設施委員會委員及企業發展委員會委員。
- (3) 黃海韻女士已於2021年6月8日獲委任為蔡淑嫻女士的替任董事及數碼港投資創業基金委員會委員。
- (4) 任雅玲女士已於2021年6月8日辭任蔡淑嫻女士的替任董事，並不再擔任數碼港投資創業基金委員會委員。

Meeting Procedure

The Board and Committees convene meetings on a regular basis. Special meetings will be held as and when necessary. Management circulates papers prior to the respective meetings to provide members adequate information on a timely manner to facilitate their deliberation of the issues and decision-making. The respective Board/Committee Secretaries record the major points of discussion, recommendations, decisions and action items arising from the meetings. Outstanding matters are followed up by the relevant departments, and progress updates are reported at subsequent Board/Committee meetings.

Company Secretary

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

Management and Staff

Management and staff, led by the Company's CEO, are responsible for managing the Company's day-to-day operations and implementing the strategies and directions determined by the Board. The performance of Management is reviewed with reference to the KPIs and objectives approved by the Board. The annual emoluments of the Company's five highest paid employees by band are disclosed under note 8 to the consolidated financial statements on page 141.

Guidance on the ethical behaviour of the Company has been well defined in the Company's Staff Code. From time to time, the Staff Code will be reviewed and fine-tuned, covering such issues as prevention of bribery, conflict of interest, acceptance of gifts and advantages, handling of confidential information and preservation of secrecy, intellectual property, and outside business or employment. ICAC is invited to give briefings on prevention of bribery and conflict of interest to the employees of the Company on a regular basis. Staffs are also reminded of the need for compliance with the Staff Code from time to time.

Internal Control and Risk Management

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

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

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

會議程序

董事局及各個委員會均定期舉行會議，並於有需要時召開特別會議。在相關會議舉行前，管理層將會議文件送呈有關成員，及時向他們提供充足資料，以助審議事項及作出決策。相關董事局／委員會秘書負責記錄會議之討論重點、推薦建議、議決及跟進事宜。相關部門須負責跟進處理，並於往後的董事局／委員會會議上匯報進度。

公司秘書

所有董事局成員均可獲取公司秘書的意見及服務。公司秘書向董事局負責，確保董事局程序獲得遵循及董事局事務可具效率和有效地進行。為達到此目的，公司秘書協助董事局及管理層依循不時更新的董事局程序，並促使管理層向董事局提供充分信息。

管理層及員工

本公司管理層及員工在行政總裁領導下，負責管理本公司的日常運作，以及執行由董事局制定的策略及發展方向。本公司參考經董事局批准之主要表現指標及目標檢討管理層表現。本公司5名最高薪員工的每年薪酬等級已於第141頁的綜合財務報表附註8中披露。

本公司之道德行為指引已於本公司的《員工守則》內詳細列明。《員工守則》內容涵蓋防止賄賂、利益衝突、接受饋贈及利益、處理機密資料及保密、知識產權以及職外業務或僱用等多個範疇，而本公司將不時檢討《員工守則》內容並作出相應調整。此外，本公司定期邀請廉政公署派員向員工講解有關防止賄賂及利益衝突等問題，並不時提醒員工務必遵守《員工守則》的規定。

內部監管及風險管理

董事局整體負責本公司的風險管理及內部監管系統及其成效檢討。內部監管系統旨在管理而非排除未能達成業務目標的風險，並對重大錯誤陳述或損失取得合理而非絕對保證。

本公司恪守企業管治最高水平，致力提高機構的透明度及問責性。在內部審計組的協助下，管理層參照由香港會計師公會建議的特雷德韋委員會贊助組織委員會內部監管框架，評估內部監管系統。評估會審閱及釐定與關鍵流程相關的重大風險及監管減輕風險的成效。內部審計組負責執行對監管成效的獨立審閱。

透過審計委員會，董事局基於年內審閱的結果，已審閱及同意管理層對整體風險管理及內部監管系統乃有效的評估。

Internal Audit

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

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

External Audit

Ernst & Young was appointed as the Group's external auditor to conduct the audit of its financial statements. The AC is responsible for making recommendations to the Board on the appointment, re-appointment, removal and remuneration of the external auditor.

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

For the year ended 31 March 2022, the remuneration paid/payable to the Company's external auditor, Messrs. Ernst & Young for audit services was approximately HK\$493,370 (2021: HK\$479,000) and for non-audit services was approximately HK\$262,000 (2021: HK\$228,000).

Audit Committee

The AC assists the Board in meeting its responsibilities for ensuring effective systems of internal control and compliance relating to financial reporting, and in meeting its financial reporting obligations.

Further, the AC directly oversees the work performed by the internal audit team. Independent reviews of financial, business and functional operations and activities have been conducted with a focus on higher risk areas of the Company. The internal audit plan is reviewed and approved by the AC in advance. Each year, the AC reviews the results of the internal audit assignments and evaluates the impact of the findings and the proposed Management action plans, and verifies the adequacy and effectiveness of the mitigating controls.

Delegation of Authority

The authority of the Board and the levels of authority delegated to the Committees and Management is clearly defined and documented in the Delegation of Authority Policy. Such delegation of authority is reviewed on a regular basis to ensure that it meets the business and operational needs.

內部審計

內部審計組定期直接向審計委員會匯報有關營運及遵守內部政策及程序、相關法例及規則的監管充分性、成效及效率，並依照審計委員會批准的內部審計工作計劃執行審計職務。

內部審計組以「風險為本」的原則執行財務、業務及職能運作的內部審查，並向審計委員會及董事局匯報內部監管嚴重不足的情況，及將審核職務所得的結果及內部監管建議送達有關管理層，以便執行。內部審計組會跟進審查，確保議定方案得以妥善執行，並定期向審計委員會匯報執行狀況。

外部審計

安永會計師事務所獲委任為本集團之外聘核數師，負責審計其財務報表。審計委員會負責就委任、續聘、罷免以及訂定外聘核數師酬金向董事局提出建議。

實行外部審計的主要目的是向董事局及股東作出獨立的保證，確保本集團之年度財務報表已中肯地呈列。外聘核數師擔當重要的獨立角色，根據其審計結果對財務報表發表意見，並在展開審計工作前按需要與審計委員會舉行會議，討論審計性質及範圍，並就審計結果作出匯報。外聘核數師亦會提出於審計過程中發現的內部監管建議，並匯報管理層所作之回應(如有)。

截至2022年3月31日止年度，就審計服務及非審計服務已付／應付予本公司外聘核數師安永會計師事務所之酬金分別約為493,370港元(2021年：479,000港元)及262,000港元(2021年：228,000港元)。

審計委員會

審計委員會協助董事局履行其職責，確保與財務匯報相關之內部監管和合規制度能有效地運作，並履行其財務匯報責任。

此外，內部審計團隊之工作由審計委員會直接監督。內部審計師就本公司的財務、業務運作和各業務單位的運作及活動中較高風險的部分進行獨立審計。內部審計方案須先經審計委員會審閱及批准。審計委員會每年審閱內部審計工作結果，評估其對本公司的影響及管理層建議之應對方案，並評核減少風險的控制措施是否足夠及具有成效。

授權制度

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

Avoidance of Conflicts of Interest

The Company has established policies and procedures to manage actual or potential conflicts of interest of its staff. Staff working in sensitive areas are required to adhere to job-specific rules on the avoidance of conflicts of interest in carrying out their duties.

Whistleblowing Policy

The Company has a formal whistleblowing policy in place to encourage and guide its staff to raise serious concerns internally in a responsible manner, without any risk of retribution. The Company also encourages other stakeholders to raise concerns, in confidence, about suspected misconduct, malpractice or irregularities in any matters related to the Company.

Constitutional Documents

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

Transparency

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

To enhance transparency and openness, the Company voluntarily discloses its compliance with the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The new CG Code which has been amended with effect from 1 January 2022 will be implemented in the Corporate Governance Report where applicable.

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

With a view to maintain open and transparent communication with external stakeholders, the Company continues to connect with the community by taking advantage of multiple channels and tools. These include the official website, monthly e-newsletters, press briefings and interviews, and participation in a variety of local and overseas exhibitions and conferences. Annual reports and information on our programmes and offerings are disclosed on our website for public access. The Company also makes use of social media such as Facebook, LinkedIn, Instagram etc. for promotions and information dissemination.

避免利益衝突

本公司訂有政策及程序以監管員工的實際或潛在的利益衝突。負責敏感範疇的員工於履行職務時，須遵守與特定工作相關的避免利益衝突守則。

舉報政策

本公司備有正式的舉報政策，鼓勵及指導員工以負責任的態度向內部提出認真關注的事宜，而不會遭事後追究。其他持份者若發現與本公司有關的任何懷疑失當、舞弊或違規行為，本公司亦鼓勵其在保密情況下提出意見。

組織章程文件

本公司章程細則於年內並無任何變動。

透明度

本公司每年均向立法會資訊科技及廣播事務委員會匯報數碼港在營造香港的資訊及通訊科技生態系統方面的工作進展，當中包括本公司的財務業績。

為提高透明度及公開程度，本公司主動披露遵守香港聯合交易所有限公司證券上市規則附錄14所載之《企業管治守則》情況。自2022年1月1日起生效的經修訂新《企業管治守則》將適時在企業管治報告內實施。

董事局及轄下委員會各成員的會議出席記錄亦詳列於第89頁。

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

Corporate Governance Practices

Although the Company is not required to comply with the CG Code, we have applied its principles and voluntarily complied with the code provisions therein generally except for those as set out below:

企業管治措施

儘管本公司毋須遵行《企業管治守則》，但我們已將守則條文的原則付諸實行，並主動遵行守則條文的一般規定，惟以下除外：

	Code Provisions 守則條文	Reason for Deviation 偏離原因
A.4.1	Non-executive directors should be appointed for a specific term, subject to re-election. 非執行董事應按指定任期獲委任，並可膺選連任。	This provision is not applicable to the Company. Directors are appointed generally for a term of two years or a term as specified in the appointment letter. Directors are not subject to re-election but may be re-appointed by the shareholders. 這項條文不適用於本公司。董事的任期一般為兩年或根據委任函的指定任期。董事無須按膺選連任，但可由股東重新委任。
A.4.2 to A.4.3 第A.4.2至A.4.3條	These code provisions deal with the appointment of directors to fill a casual vacancy, appointment of independent non-executive directors and retirement by rotation of directors. 這些守則條文與委任董事以填補臨時空缺、委任獨立非執行董事，以及董事的輪值退任有關。	These provisions are not applicable to the Company. Pursuant to the Company's Articles of Association, Directors are appointed by the shareholders. 這些條文不適用於本公司。根據本公司之《章程細則》，董事由股東委任。
A.5.1 to A.5.5 第A.5.1至A.5.5條	These code provisions deal with the nomination committee. 這些守則條文與提名委員會有關。	These provisions are not applicable to the Company since Directors are appointed by the shareholders. 這些條文不適用於本公司，因董事均由股東委任。
A.6.4	Directors must comply with obligations under the Model Code for Securities Transactions and the Board should establish guidelines for relevant employees in respect of their dealings in the securities of the Company. 董事必須遵守進行證券交易的《標準守則》，而董事局亦應就相關僱員買賣公司證券事宜設定指引。	This provision is not applicable because all of the Company's shares are beneficially owned by the HKSAR Government and are not publicly traded. 這項條文不適用於本公司，因本公司所有股份均由香港特區政府擁有，並不作公開買賣。
A.6.5	All directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant. The issuer should be responsible for arranging and funding suitable training, placing and appropriate emphasis on the roles, functions and duties of a listed company director. 所有董事應參與持續專業發展，發展並更新其知識及技能，以確保各董事繼續在知情及切合所需的情況下對董事局作出貢獻。發行人應負責安排適當的培訓並提供有關經費，以及適切着重上市公司董事的角色、職能及責任。	Board Members of the Company are appointed by the HKSAR Government via The Financial Secretary Incorporated who are elite in their fields of profession and possess adequate and updated knowledge and skills. The Company provided relevant information or invited all directors to events and programmes which enriched their knowledge to facilitate the discharge of their Directors' duties. 本公司董事局成員由香港特區政府透過財政司司長法團委任，成員均為專業領域的精英，並具備足夠和最新的知識及技能。本公司提供有關資料或邀請全體董事參加活動及項目，以豐富他們的知識，協助他們履行董事職責。
(i)	To provide transparency, the issuers must include the following information for the accounting period covered by the annual report and significant subsequent events for the period up to the date of publication of the annual report, to the extent possible: How each director, by name, complied with A.6.5 為提供透明度，發行人必須盡可能載入以下資料於年報所涵蓋會計期間及直至刊發年報日期期間的重大期後事項： 具名列載每名董事如何遵守第A.6.5條	
B.1.2	The Remuneration Committee should make recommendation to the Board on policy and package for all remuneration of directors. 薪酬委員會應就所有董事局成員的薪酬政策及待遇向董事局提出建議。	This provision is not applicable to the Company because Board Members do not receive any remuneration. 這項條文不適用於本公司，因董事局成員並不收取任何薪酬。
E.1.1 to E.1.5 & E.2.1 第E.1.1至E.1.5及E.2.1條	These code provisions deal with the proceedings for annual general meetings. 這些守則條文與股東週年大會的程序有關。	These provisions are not applicable to the Company as the Company is wholly owned by the HKSAR Government via The Financial Secretary Incorporated and Resolutions in Writing in lieu of annual general meetings is adopted. 這些條文不適用於本公司，因為本公司是由香港特區政府透過財政司司長法團全資擁有。另外，本公司之股東週年大會是採用書面決議案形式替代。

Continuing Evolution of Corporate Governance

We will continue to review and, where appropriate, enhance our corporate governance practices in light of the regulatory requirements.

不斷演進的企業管治

我們將會繼續就本公司的企業管治實務進行檢討，亦會因應監管要求適時作出改進。