

Corporate Governance Report
企业管治报告

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

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

Vision, Purpose, Corporate Strategy, Values and Culture

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

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

The Board has continued to review the **strategies** of the Company to identify and assess the opportunities and challenges the Company may face, and to develop a planned course of action for the Company to generate and preserve long-term value. The Cyberport Three-Year Strategic Plan for 2023/24 – 2025/26, as steered by the Board, has directed the Company to enhance the I&T ecosystem and promote "new industrialisation", enlarge the I&T talent pool, promote digital economy development and integrate into the overall development of the country. The Company will work towards the strategic focus of developing as Hong Kong's digital tech hub and AI accelerator. Progress of implementation of the key initiatives in the strategic plan was reported to and reviewed by the Board Members. During the year, the Board has reviewed the setting of the strategic development for 2026/27 – 2028/29.

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

Cyberport's **values** of integrity, openness, and making a difference form the foundation for executing its strategies. Under the guidance of 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 long-term and sustainable growth.

愿景、目标、企业策略、价值与文化

本公司的**愿景**是成为数码科技枢纽，为香港缔造新经济动力。

本公司的**目标**是透过建立全面的数码科技公司生态圈，支持及促进香港创新科技(「创科」)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。

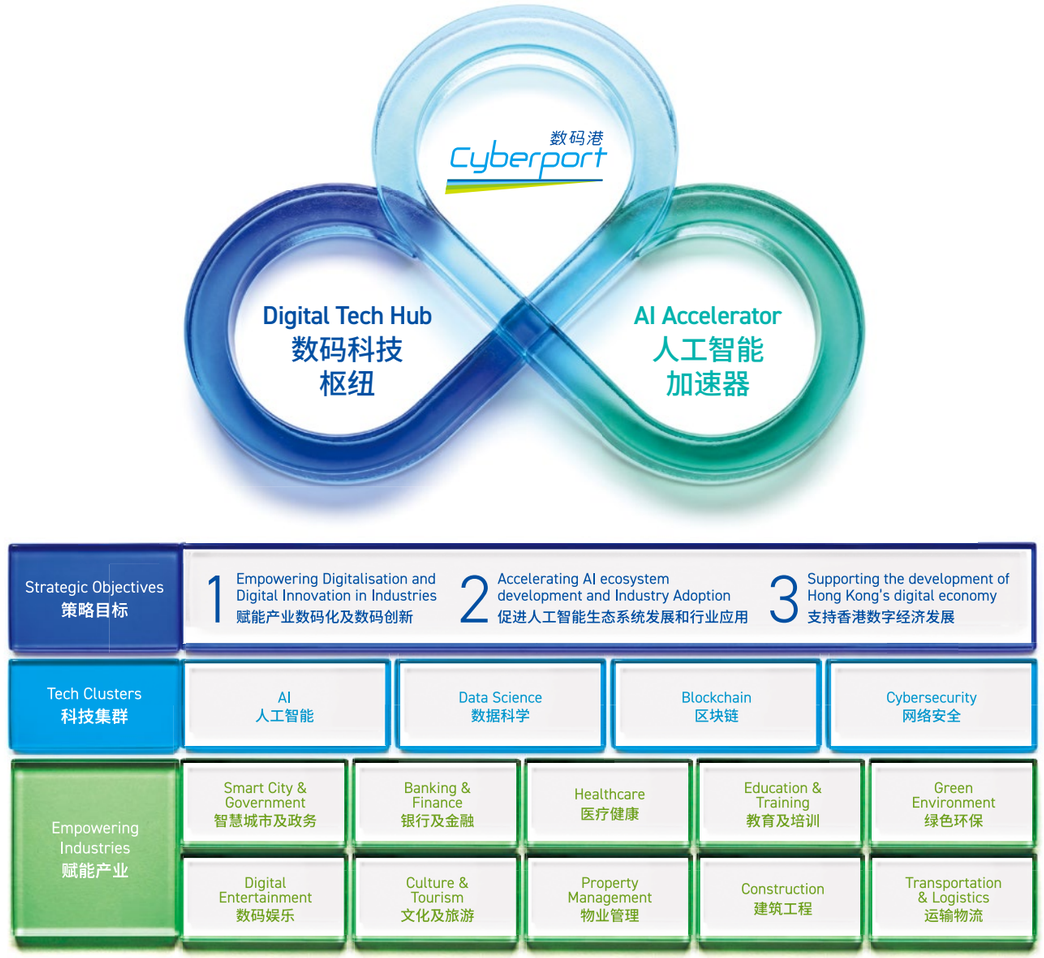
董事局持续检讨本公司的**策略**，从而识别和评估潜在的机遇和挑战，并制定行动计划为本公司缔造和保留长期价值。在董事局的带领下，数码港已制定2023/24年度至2025/26年度三年策略计划，指引本公司强化创科生态圈，推动「新型工业化」，壮大创科人才库，促进数字化经济发展，并融入国家整体发展大局。本公司将致力迈向发展成为香港数码科技枢纽和人工智能加速器的策略重点。策略计划内各项主要措施的实施进度须向董事局成员汇报，并由其审阅。于本年度，董事局已检视2026/27年度至2028/29年度的策略发展设定。

本公司由政府全资拥有，致力维持高水平的企业管治，业务营运秉承诚实、诚信及公平的原则。本公司管理团队优秀，备受重视，彼等在董事局成员的带领下，共同迈向愿景。团队尊重及信任是企业**文化**不可或缺的一部分。此外，本公司与持份者沟通合作，彼等的支持及意见有助本公司达成愿景。

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

Cyberport: Hong Kong's Digital Tech Hub & AI Accelerator

数码港：香港数码科技枢纽及人工智能加速器



Business model

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

商业模式

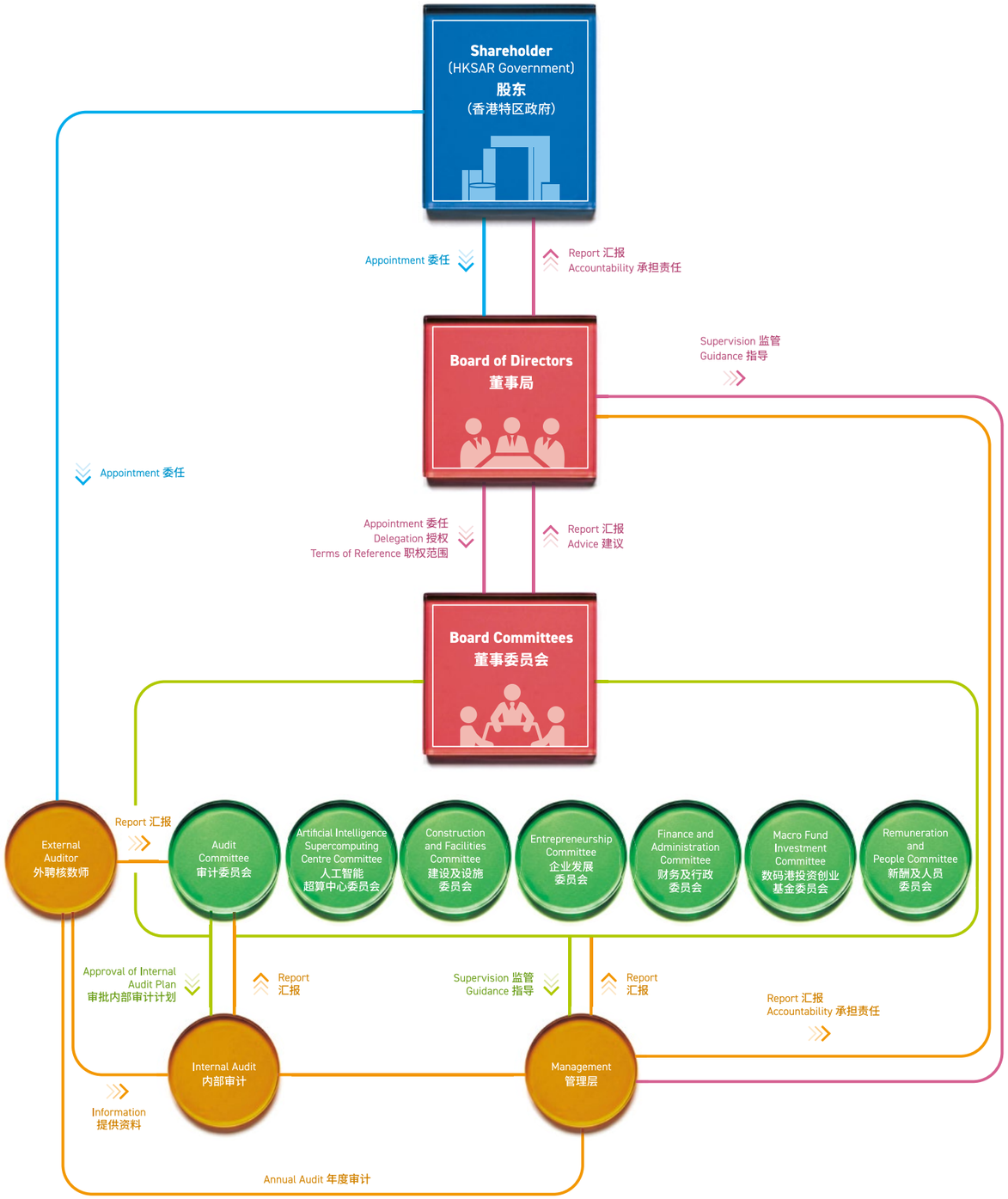
数码港为初创企业计划提供资助和指导，以满足不同发展阶段的创业需要。数码港借助其支援网络（即「数码港企业网络（CEN）」、「数码港投资者网络（CIN）」、「数码港科技网络（CTN）」及「数码港专业服务网络（CPN）」），并与政府、业界、学术界及研究界持续合作，发展本地、内地及海外合作伙伴关系，营造有利于初创和科技公司成长的环境。数码港以自负盈亏的模式营运，透过其甲级智能写字楼、科技基建、零售购物中心及五星级酒店的商业营运收入支持公众使命活动。数码港的智慧园区采用多种技术方案提升效益，并提供应用场景以展示初创方案，同时提供有利创新氛围，让园区交流意见并寻求合作。

Corporate Governance Structure

(As of 31 March 2026)

企业管治架构

（于2026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. All Board Members must act with integrity, lead by example, and promote the desired culture.

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

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

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

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

Chairman and Chief Executive Officer

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

The Chairman of the Board, Mr Simon CHAN Sai-ming, is a Non-executive Director and is responsible for managing and leading the Board in setting the Company's overall directions, strategies and policies, as well as monitoring the performance of the CEO. Apart from making sure that adequate information about the Company's business is provided to the Board on a timely basis, the Chairman provides leadership for the Board, promotes a culture of openness and debate, and ensures views on all key and appropriate issues are discussed in a timely manner by allowing sufficient time and encouraging all Board Members to make a full and active contribution to the discussion. Under the Chairman's guidance, all decisions have reflected the consensus of the Board.

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

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

Board Composition

As at the date of this Annual Report, the Board comprised of 18 Directors, of whom all are Non-executive Directors and 17 Directors are considered independent, namely, Mr Simon CHAN Sai-ming (Chairman), Professor Hon Nicholas CHAN Hiu-fung, Professor Ray CHEUNG Chak-chung (appointed on 1 April 2026), Mr Kenny CHIEN Kwok-keung, Ms Ivy CHUA Suk-lin, Mr Herbert HUI Leung-wah (appointed on 1 April 2026), Mr Johnson KONG Chi-how (appointed on 1 April 2026), Dr Jack KONG Jianping, Mr LAU Kwok-fan, Mr Stephen LAW Cheuk-kin, Dr James LI Tsz-shu, Ms Erica MA Yun, Mr Roy NG, Dr Derrick PANG Yat-bond, Mr Patrick TSANG On-yip, Dr Maggie TSOI Tsz-shan and Mr Ken WONG Kin-hang. The public officer serving on the Board is the Permanent Secretary for Innovation, Technology and Industry, Mr Kevin CHOI (appointed on 27 October 2025). 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 strategies.

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.

董事局

董事局透过审慎而有效的监管框架，集体负责领导和监管本公司，并以尽责尽心和重视效益的态度管治及领导本公司。全体董事局成员均须持正不阿，以身作则，致力推广企业文化。

董事局负责制定企业策略及审批由管理层所建议的营运计划。董事局各成员均有责任本着诚信原则，并以本公司最佳利益为前提下履行职责。

为确保董事局成员有效履行职务，董事局有责任确保各董事局成员均投入足够时间参与本公司的事务。所有董事局成员均可借参与常规董事局会议及定期收取财务及业务更新资料，了解本公司之发展。

各董事局成员可于适当情况下寻求独立专业意见，以履行其职责，有关费用由本公司承担。

本公司已为各董事及高级职员作适当的投保安排，以保障董事局成员免受因履行本公司董事职务及职责而引起的法律责任。

主席及行政总裁

本公司董事局主席和行政总裁(「行政总裁」)的职务相辅相成，但重点是两者的角色分明，职责分工亦有清楚界定，以增加独立性及问责性。

董事局主席陈细明先生为非执行董事，负责管理及领导董事局，为本公司制订整体方向、策略及政策，以及监察行政总裁的表现。主席除了确保董事局适时获得有关本公司业务的充足资料外，亦负责领导董事局，提倡公开、积极讨论的文化，并鼓励所有董事局成员全力投入董事局事务，确保及时就所有重要的适当事宜进行讨论。在主席的领导下，董事局所有决定均根据董事局的共识而作出。

行政总裁郑松岩博士由董事局委任，为本公司受薪全职人员，负责执行董事局所制订的策略及政策，以及管理本公司日常业务。

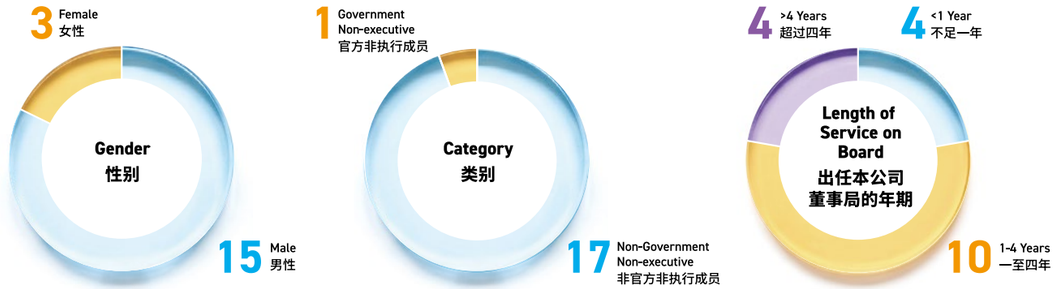
主席、行政总裁及其他董事局成员彼此之间并无任何财务、业务、家族、重大或其他相关关系。

董事局的组成

于本年报日期，董事局共有18名董事，均为非执行董事及17名董事被视为独立，即陈细明先生(主席)、陈晓峰教授议员、张泽松教授(于2026年4月1日获委任)、钱国强先生、蔡淑莲女士、许亮华先生(于2026年4月1日获委任)、江智蛟先生(于2026年4月1日获委任)、孔剑平博士、刘国勋先生、罗卓坚先生、李子树博士、马殷女士、伍俊达先生、彭一邦博士、曾安业先生、蔡芷珊博士及黄建恒先生。

在董事局任职的公职人员是创新科技及工业局常任秘书长蔡杰铭先生(于2025年10月27日获委任)。这架构有效地确保董事局决策过程及对管理层监督的独立性、客观性及公正性。非执行董事带来外界观点，理性正面地质询和就方案或策略提供意见。

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





Diversity

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 24% as of 31 March 2026. 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 2026, 56.2% and 43.8% of the Company's staff (excluding senior management*) were male and female respectively; 83.3% and 16.7% of the Company's senior management* were male and female respectively. The Company aims to achieve a balance of gender and will review regularly to ensure a balanced ratio.

* comprises C-level executives

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 at the same time scrutinises performance and monitors 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.

成员多元化

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、社区服务及公共事务，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2026年3月31日，女性董事占非官方董事的比例为24%。本公司将致力促进董事局性别多元化。于决定委任及续任董事局成员时，其他因素（例如适用于本公司业务的技能、经验及多元化观点）亦会考虑。董事局成员的组合均衡，成员为来自不同业界的专业代表，包括资讯科技专家、商界行政人员、政府代表，以及其他行业的专业人士与领袖。各董事局成员的履历详情载列于本年报之「董事局」一节。本公司亦于其网站（www.cyberport.hk）上载最新董事局成员名单，列明彼等的角色和职能。

员工

性别多元化在数码港董事局层面的重要性已延伸至整个组织。多元化的员工团队支持卓越表现和与各持份者有效协作的能力。于2026年3月31日，本公司的员工（不包括高级管理层*）男性占56.2%，女性占43.8%；本公司高级管理层*男性占83.3%，女性占16.7%。本公司致力维持性别均衡，并会定期评估以确保比例均衡。

* 包括最高管理层

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。

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 arrangement facilitates directors to gain a balanced, clear 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.

Board Proceedings

There are at least four regular Board Meetings each year. Additional Board or Committee meetings to consider specific matters can be convened when necessary. All Board Members have full and timely access to board papers, minutes and all relevant information, and may seek independent professional advice at the Company's expense, if necessary, in accordance with the approved procedures, so that they can discharge their duties and responsibilities as Board Members.

The schedule for the regular Board and Committee meetings in each year is usually 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 14 days before each regular meeting.

Meeting agenda for regular meetings are set after consultation with the Chairman/Committee Chairman and CEO. In general, the agenda and papers are sent to the Board Members five working days before the intended date of each regular meeting. During the year ended 31 March 2026, 93.8% of the meeting papers for regular Board/Committee meetings were circulated five business days in advance.

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

Matters to be resolved at Board/Committee meetings are decided by a majority of votes from the Board/Committee Members allowed to vote, although the usual practice is that decisions reflect the consensus of the Board/Committee.

The proceedings of the Board are reviewed from time to time to keep abreast of regulatory changes and best corporate governance practices.

Board Decisions

During the year, the Board held seven meetings with overall attendance of 82.5%.

Key matters considered/resolved:

- Strategic plan and objectives
- Annual financial plan and performance targets
- Annual report, audited financial statements, environmental, social and governance report, and corporate governance report
- Change of external auditor
- Cyberport Expansion Project financing arrangement
- Management accounts and reports
- Oversight of Management
- Performance assessment of Management
- Transactions, arrangements, and contracts of significance

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。有关安排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、清晰和全面的评估。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。

董事局议事程序

董事局每年至少召开四次常规会议，并可视乎需要另行召开额外的董事局会议或委员会会议，以审议特定事项。董事局全体成员均可全面及适时取得董事局文件、会议记录等所有相关资料。如有需要，董事局成员可按照既定程序，寻求独立专业意见，以履行其职务及职责，有关费用由本公司支付。

每年的常规董事局及委员会会议之会期通常会于上一个财政年度结束前通报董事局全体成员。此外，会议通告将于每次常规会议前14天提交予董事局成员。

常规会议的议程会于咨询主席／委员会主席及行政总裁后拟定。议程和会议文件一般在常规会议拟定日期前5个工作日提呈予董事局成员。截至2026年3月31日止年度，93.8%的常规董事局／委员会会议文件已提前5个营业日发出。

董事局成员可亲身或透过电子通讯方式出席董事局／委员会会议。

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

董事局会不时检讨董事局会议程序，与时并进，以配合规管变动及最佳企业管治常规。

董事局决定

于本年度，董事局共召开了7次会议，整体出席率达82.5%。

经审议／议决的主要事项：

- 策略计划及目标
- 年度财务计划及表现目标
- 年报、经审计财务报表、环境、社会及管治报告及企业管治报告
- 变更外聘核数师
- 数码港扩建项目融资安排
- 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

Board Independence

The Company has maintained arrangements in place to ensure that independent views and input are available to the Board. As of 31 March 2026 and as at the date of this Annual Report, all Board members are Non-executive Directors. Board Members are required to declare any interests that are or may be relevant and material to the business and operations of the Company on their first appointment, on an annual basis, and as and when necessary thereafter. Policies governing conflict of interest are clearly set out in the Director's Code of Conduct.

The Chairman encourages Board Members with different views to voice their concerns, to promote diversity of thought and independence of judgement. To facilitate Board Members to discharge their duties and identify and understand issues quickly, Management provides the Board Members with all relevant documents and information in a timely manner, with a view to enabling the Board Members to exercise independent judgement, contribute to discussions and make informed, resilient decisions. To facilitate these objectives, Board Members are entitled to seek further information from Management on the matters to be discussed at meetings of the Board/Board Committees, and/or to seek assistance from the Company Secretary who will be co-ordinating between the Board Members and Management to deal with any queries from the Board Members, or seek independent professional advice in appropriate circumstances at the Company's expense to discharge their duties.

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

Taking into account the implementation of the above arrangements, it is considered that the mechanism for ensuring the availability of independent views and input to the Board remains effective.

Directors' Induction and Development Programme

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

Further, all Board Members are provided with a Director's Handbook on their appointment, which sets out, amongst other things, directors' duties, code of conduct (policies governing conflict of interest, along with anti-bribery and anti-corruption guidelines), declaration of interests and the terms of reference of the Board Committees. The Director's Handbook is updated from time to time to reflect developments in those areas.

To keep Board Members abreast of the updated knowledge and skills necessary for the performance of their duties effectively, a Board briefing session was arranged in March 2026 to share the latest governance and operational risks. Moreover, Board Members actively participate in Cyberport's signature events, such as the Digital Entertainment Leadership Forum and the Cyberport Venture Capital Forum, to exchange ideas and gain insights on I&T development.

董事局独立性

本公司已设有安排，确保董事局可获得独立的观点和意见。于2026年3月31日及本年报日期，所有董事局成员均为非执行董事。董事局成员在首次获委任时、其后每年度和之后有需要时，均须申报与本公司业务及运作有关或可能有关并属重大性质的任何利益。规管利益冲突的政策已明确列于董事行为守则。

主席鼓励持不同意见的董事局成员表达其关注的事宜，以促进多元意见及独立判断。为使董事局成员履行职责，并迅速识别和理解事项，管理层适时向董事局成员提供所有相关文件及资料，使董事局成员能够行使独立判断、于讨论中作出贡献，并作出知情沉稳的决定。为实现这些目标，董事局成员有权就将于董事局／董事委员会会议上讨论的事宜向管理层索取进一步资料，及／或要求公司秘书协助，后者将协调董事局成员及管理层处理董事局成员的任何查询，或适时寻求独立专业意见来履行其职责，费用由本公司承担。

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

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

董事就任及发展方案

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

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

为使董事局成员更新其有效履行职责所需的知识及技能，本公司于2026年3月安排了董事局简介会，以分享最新的管治及营运风险。此外，董事局成员积极参与数码港的旗舰活动，例如数码娱乐领袖论坛及数码港创业投资论坛，就此交流意见及获取创新科技发展的见解。

Code of Conduct

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

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

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

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

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

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

行为守则

本公司是一家受《防止贿赂条例》规管的公共机构。因此，董事局成员均被视为《防止贿赂条例》所指的「公职人员」。本公司承诺在向公众提供产品及服务时，秉承诚实、正直、公平和公正的原则。

董事局须就本公司的管理及业务营运承担共同责任。董事局成员须共同和个别地履行诚信责任，并按照至少不低于香港法例的标准行使谨慎、技能和勤勉职责。

董事局成员可将董事局职能委派他人，但并不就此免除他们的相关责任；或如董事局成员仅透过参加正式会议了解本公司事务，并不免除他们所应承担的责任。董事局成员至少须积极关心本公司之事务，并对本公司业务有整体理解。

董事局成员应定期出席和积极参与董事局和委员会会议，并预先查阅管理层提供的资料，以作充分准备。

董事局成员在首次获委任时、其后每年度和之后有需要时，均须申报与本公司业务及运作有关或可能有关并属重大性质的任何利益。如过往申报的利益有任何变动或有任何新利益申报，董事局成员必须尽快通知公司秘书。董事利益申报登记册由公司秘书保存，并可供董事局成员查阅。

各董事局成员亦须根据《公司条例》遵守其持续披露义务(包括但不限于通知公司秘书其个人资料的变更及／或可能影响其独立性的情况，以及申报其于任何与本公司订立的交易、安排或合约或拟订立的交易、安排或合约中的利益的规定)。

除经董事局／委员会批准外，董事局成员不得就其在当中拥有权益及其知悉属重大性质的任何合约、交易、安排或任何其他建议议案进行投票。就此而言，与董事局成员(包括其任何联系人士)有关连的人士之利益均视作该董事局成员本身的利益。董事局成员如不获准对某项决议案作出投票，则该成员并不计算在该项决议案的相关会议部分的法定人数内，惟该成员仍可计算在该次会议所有其他部分的法定人数内。这种做法可减少本公司业务与个别董事局成员的其他利益或任命之间可能产生的冲突。

Board Committees

During the year, the Board has delegated authority to seven standing Committees, namely, the Artificial Intelligence Supercomputing Centre ("AISC") Committee, Audit Committee, Construction and Facilities Committee, Entrepreneurship Committee, Finance and Administration Committee, Macro Fund Investment Committee, and Remuneration and People Committee, to assist it in carrying its responsibilities.

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

Attendance records of each individual member of the Board during the year are shown on page 111 of the Annual Report.

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

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

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

AISC Committee

The AISC Committee ("AISCC") is responsible for monitoring and overseeing matters relating to the development and operation of the AISC. As of 31 March 2026, the AISCC comprised five members, including four voting members who were all Non-executive Directors, namely, Mr Simon CHAN Sai-ming (Chairman of the AISCC), Professor Michael LEUNG Kin-man, Dr Derrick PANG Yat-bond, Mr Ken WONG Kin-hang, and a non-voting member, Dr Rocky CHENG Chung-ngam.

Principal duties:

- Approve procurement/award of the capital works, operation and consultancy services related to the development and operation of AISC, and relevant variations/claims and commercial settlement of contracts
- Monitor the progress and control the expenditure of capital works of the AISC
- Approve applications and determine the discount levels to those users who are not subsidised under any Government's subsidy schemes
- Advise on the manpower plan for the development and operation of the AISC
- Approve and monitor the policies and initiatives

董事委员会

于本年度，董事局辖下设有七个常设委员会，分别为人工智能超算中心委员会、审计委员会、建设及设施委员会、企业发展委员会、财务及行政委员会、数码港投资创业基金委员会以及薪酬及人员委员会，以协助董事局履行其职责。

各个委员会均以书面具体订明其职权范围，详细阐明其各自的权力及职责。因应本公司不断变化的业务经营和发展需要，所有董事委员会的职权范围将不时作出检讨。

董事局各成员于本年度的会议出席记录载列于年报第111页。

所有董事委员会须对其建议及决策向董事局负责。董事委员会的会议流程均严格按照董事局的规则进行。董事局及其辖下各委员会之间的连系如下：

- 董事局全体成员均可以观察员身份，出席任何委员会会议
- 董事局成员可向公司秘书查阅任何委员会会议文件和会议记录
- 董事局成员定期获得有关董事委员会所作决策的最新资料

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

人工智能超算中心委员会

人工智能超算中心委员会负责监察和监督人工智能超算中心的发展及运作相关事宜。于2026年3月31日，人工智能超算中心委员会由五名成员组成，其中四名为拥有投票权的非执行董事，分别为陈细明先生（人工智能超算中心委员会主席）、梁建文教授、彭一邦博士、黄建恒先生，以及一名不具投票权的成员郑松岩博士。

主要职责：

- 审批与人工智能超算中心发展及营运相关的资本工程、营运及咨询服务的采购／批授，以及合约的相关修订／索赔及商业和解
- 监察人工智能超算中心资本工程的进度及监控其开支
- 审批申请并厘定未获任何政府资助计划补贴的用户的折扣水平
- 就人工智能超算中心发展和运作的人力资源规划，提供意见
- 审批并监察政策和措施

Key matters considered/resolved:

- Annual budget of AISC
- Progress of the AISC implementation
- Discount levels to non-subsidised users
- Manpower plan of AISC
- Transactions, arrangements, and contracts of significance

经审议／议决的主要事项：

- 人工智能超算中心年度预算
- 人工智能超算中心施工进度
- 非补贴用户的折扣水平
- 人工智能超算中心的人力资源规划
- 重大交易、安排及合约

Audit Committee

The Audit Committee ("AC") is responsible for overseeing and reviewing the effectiveness of the Company's internal control, risk management system, regulatory compliance, and the Company's internal audit function. It is responsible for overseeing the integrity of the Group's financial statements and the application of financial reporting principles, and the Company's relationship with the external auditors and their independence assessments. Furthermore, the AC directly oversees the work performed by the internal audit team. As of 31 March 2026, the AC comprised seven members who were all Non-executive Directors, Ms Ivy CHEUNG Wing-han (Chairperson of the AC), Professor Hon Nicholas CHAN Hiu-fung, Mr Kevin CHOI, Ms Ivy CHUA Suk-lin, Mr Stephen LAW Cheuk-kin, Professor Michael LEUNG Kin-man and Ms Erica MA Yun.

Principal duties:

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

Key matters considered/resolved:

- Annual audited financial statements
- External auditor's report, audit independence and objectivity, and effectiveness of audit process
- Change of external auditor
- Risk management and internal control review
- Risk register and risk assessment results
- External and internal audit job plan
- Internal audit review reports covering financial, business, and functional operations and compliance, as well as information security
- Whistleblowing cases

Construction and Facilities Committee

The Construction and Facilities Committee ("CFC") is responsible for monitoring and overseeing the capital works related matters, facilities management and related consultancy services. As of 31 March 2026, the CFC comprised seven members who were all Non-executive Directors, Dr Derrick PANG Yat-bond (Chairman of the CFC), Professor Hon Nicholas CHAN Hiu-fung, Professor Christopher CHAO Yu-hang, Mr Kevin CHOI, Mr LAU Kwok-fan, Dr James LI Tsz-shu and Dr Maggie TSOI Tsz-shan.

审计委员会

审计委员会负责监察及检讨本公司内部监管、风险管理制度、遵守合规要求及本公司内部审计功能之成效，亦负责监察本集团财务报表之完整性、财务汇报原则之应用及本公司与外聘核数师之关系及评估彼等之独立性。此外，审计委员会直接监督内部审计部的工作。于2026年3月31日，审计委员会由七名成员组成，均为非执行董事，计有张颍娴女士（审计委员会主席）、陈晓峰教授议员、蔡杰铭先生、蔡淑莲女士、罗卓坚先生、梁建文教授及马殷女士。

主要职责：

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

经审议／议决的主要事项：

- 年度经审计财务报表
- 外聘核数师报告、审计独立性及客观性，以及审计过程的有效性
- 变更外聘核数师
- 风险管理和内部监管检讨
- 风险登记册及风险评估结果
- 外部和内部审计工作计划
- 内部审计报告，涵盖财务、业务和职能营运及合规，以及资讯安全
- 举报个案

建设及设施委员会

建设及设施委员会负责监察和监督资本工程相关事宜、设施管理及相关顾问服务。于2026年3月31日，建设及设施委员会由七名成员组成，均为非执行董事，计有彭一邦博士（建设及设施委员会主席）、陈晓峰教授议员、赵汝恒教授、蔡杰铭先生、刘国勋先生、李子树博士及蔡芷珊博士。

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:

- Progress of Cyberport Expansion Project
- Support facilities for low-altitude activities
- Campus facilities management works
- Transactions, arrangements, and contracts of significance

Entrepreneurship Committee

The Entrepreneurship Committee ("EC") is responsible for overseeing matters relating to entrepreneurship or start-up programmes and public mission events organised, arranged, or implemented by the Company, such as the Cyberport Incubation Programme ("CIP"), the Cyberport Creative Micro Fund ("CCMF") and the Cyberport Accelerator Support Programme ("CASP"). As of 31 March 2026, the EC comprised of nine members who were all Non-executive Directors, Mr Ken WONG Kin-hang (Chairman of the EC), Professor Christopher CHAO Yu-hang, Mr Kenny CHIEN Kwok-keung, Mr Kevin CHOI, Dr Jack KONG Jianping, Mr LAU Kwok-fan, Dr James LI Tsz-shu, Ms Erica MA Yun and Mr Roy NG.

Principal duties:

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

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
- 通过及建议新资本工程的规划和发展参数，包括但不限于总发展规划、设计、计划、预算及设施条文及相关人员编制要求
- 审批有关资本工程、设施管理工程及相关顾问服务的合约之批授、修订／索赔及商业和解
- 监察资本工程项目以及设施管理事宜之进度及监控其开支
- 检讨及审批资本工程及设施管理相关政策

经审议／议决的主要事项：

- 数码港扩建计划之进度
- 低空活动配套设施
- 园区设施管理工作
- 重大交易、安排及合约

企业发展委员会

企业发展委员会负责监督由本公司举办、安排或执行的各项企业发展或初创企业计划事宜及公众使命活动，例如「数码港培育计划」、「数码港创意微型基金」及「数码港加速器支援计划」。于2026年3月31日，企业发展委员会由九名成员组成，均为非执行董事，计有黄建恒先生（企业发展委员会主席）、赵汝恒教授、钱国强先生、蔡杰铭先生、孔剑平博士、刘国勋先生、李子树博士、马殷女士及伍俊达先生。

主要职责：

- 监察由本公司推行的各项初创企业及企业发展计划及公众使命活动之行政及管理事宜
- 监察及检讨有关以下三大范畴之运作或财务计划及建议书、行政事宜、业务方向及策略：
  - 透过「数码港创意微型基金」计划激发创意
  - 透过「数码港培育计划」扶植科技初创企业
  - 促进科技初创企业募集资金能力
- 批准企业发展顾问团的组成及成员委任，其成员包括创投资本家、商界行政人员、资讯及通讯科技界专业人士、学者及贸易商会成员
- 审批本公司各项初创企业及企业发展计划的申请
- 监察及检讨参与计划的初创企业发展进度
- 检讨及审批任何企业发展计划及公众使命活动的开支

Key matters considered/resolved:

- Approval of vetting results of CIP, CCMF, and Cyberport Greater Bay Area Young Entrepreneurship Programme
- Digital Transformation Support Pilot Programme
- Digital Entertainment Leadership Forum
- Cyberport Venture Capital Forum
- Cyberport Career Fair
- Cyberport University Partnership Programme
- Youth Start-up Internship Programme
- Joint Accelerator Programme under CASP
- Blockchain & Digital Asset Pilot Subsidy Scheme
- Cyberport & Spatial Data Office of the Development Bureau's Proof-of-Concept Programme
- Changes for the composition of ECAG

Finance and Administration Committee

The Finance and Administration Committee ("FAC") is responsible for monitoring and overseeing the finance and administration aspects of the Company. As of 31 March 2026, the FAC comprised of eight members who were all Non-executive Directors, Mr Simon CHAN Sai-ming (Chairman of the FAC), Ms Ivy CHEUNG Wing-han, Mr Kevin CHOI, Ms Ivy CHUA Suk-lin, Professor Michael LEUNG Kin-man, Mr Roy NG, Dr Derrick PANG Yat-bond and Mr Patrick TSANG On-yip.

Principal duties:

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

Key matters considered/resolved:

- Annual budget
- Office rental rates
- Data Service Platform subscription rates
- Mid-Year financial review
- Cyberport Expansion Project financing arrangement
- 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 2026, the MFIC comprised seven members, including six Non-executive Directors, Ms Erica MA Yun (Chairperson of the MFIC), Mr Kenny CHIEN Kwok-keung, Dr Jack KONG Jianping, Mr Stephen LAW Cheuk-kin, Mr Patrick TSANG On-yip, Mr Ken WONG Kin-hang, and a government representative, Miss Cheryl CHOW Ho-kiu.

经审议／议决的主要事项：

- 审批「数码港培育计划」、「数码港创意微型基金」及「数码港大湾区青年创业计划」的评审结果
- 「数码转型支援先导计划」
- 「数码娱乐领袖论坛」
- 「数码港创业投资论坛」
- 「数码港互动招聘博览」
- 「数码港・大学合作伙伴计划」
- 「青年初创实习计划」
- 「数码港加速器支援计划」下的联合加速器计划
- 「区块链及数字资产试点资助计划」
- 数码港与发展局空间数据办事处「概念验证计划」
- 企业发展顾问团组成的变更

财务及行政委员会

财务及行政委员会负责监察及监督本公司的财务及行政范畴。于2026年3月31日，财务及行政委员会由八名成员组成，均为非执行董事，计有陈细明先生（财务及行政委员会主席）、张颖娴女士、蔡杰铭先生、蔡淑莲女士、梁建文教授、伍俊达先生、彭一邦博士及曾安业先生。

主要职责：

- 审批本公司任何预算开支、承诺及付款
- 就任何未规划事项，作出决定和批准合适的行动，或审批任何未列入预算的开支、承诺及付款
- 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
- 数据服务平台订用费
- 中期财务检讨
- 数码港扩建计划财务安排
- 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」相关投资。「数码港投资创业基金」的基金规模达4亿港元，旨在向数码港「数码科技创业家」提供种子项目投资至A轮及后期融资，协助公司业务飞跃发展，并推动香港创业投资生态的发展，为数码科技创业家进一步开拓创业空间。「数码港投资创业基金」是一项投资基金，旨在与其他私人及公众投资者共同投资数码港的数码科技创业家。于2026年3月31日，数码港投资创业基金委员会共有七名成员，包括六名非执行董事，计有马殷女士（数码港投资创业基金委员会主席）、钱国强先生、孔剑平博士、罗卓坚先生、曾安业先生、黄建恒先生，以及一名政府代表周可乔女士。

Principal duties:

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

Key matters considered/resolved:

- CMF investment portfolio
- CMF applications and exit
- BOCHK Cyberport Technology and Innovation Fund LPF

Remuneration and People Committee

The Remuneration and People Committee ("RPC") is responsible for making recommendations to the Board on organisational structure and policies concerning staff recruitment, remuneration, development, disciplinary actions, and dismissal. As of 31 March 2026, the RPC comprised six members who were all Non-executive Directors, Mr Simon CHAN Sai-ming (Chairman of the RPC), Ms Ivy CHEUNG Wing-han, Mr Kevin CHOI, Ms Erica MA Yun, Dr Derrick PANG Yat-bond and Mr Ken WONG Kin-hang.

Principal duties:

- Make recommendations to the Board on the organisation structure and 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 packages and terms and conditions of employment for different ranks
- Review the criteria for assessing employee performance and make recommendations to the Board
- Review the performance of Management, with reference to the Board's approved Key Performance Indicators ("KPIs") and objectives
- Report the staff complaints and grievances process and review the policies and procedures if needed

Key matters considered/resolved:

- Manpower plan
- Annual performance review of Management and contract renewal
- Annual salary review and variable pay
- New staff employment terms review
- Revision of HR policies
- Company's organisation structure
- Follow up work required after staff-related incidents (e.g. cybersecurity)

主要职责：

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

经审议／议决的主要事项：

- 「数码港投资创业基金」的投资组合
- 「数码港投资创业基金」的申请及退出
- 中银香港数码港科创有限合伙基金

薪酬及人员委员会

薪酬及人员委员会负责就企业架构以及有关员工招聘、薪酬、发展、纪律处分及解雇方面的政策向董事局提出建议。于2026年3月31日，薪酬及人员委员会共有六名成员，均为非执行董事，计有陈细明先生(薪酬及人员委员会主席)、张颍娴女士、蔡杰铭先生、马殷女士、彭一邦博士及黄建恒先生。

主要职责：

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

经审议／议决的主要事项：

- 人力资源规划
- 管理层年度表现检讨及续约
- 年度薪酬检讨及浮动薪酬
- 新员工雇佣条款检讨
- 人力资源政策修订
- 公司组织架构
- 跟进涉及员工的事件(如网络安全)

Meeting Attendance

A summary of meeting attendance of Board Members in meetings of the Board and Committees for the financial year from 1 April 2025 to 31 March 2026 is provided in the following table.

会议出席记录

于2025年4月1日至2026年3月31日财政年度，董事局成员于董事局及委员会的会议出席记录概要载列于下表。

Board Members 董事局成员 / Meetings 会议		Board 董事局	AC 审计委员会	AISCC 人工智能超算中心委员会	CFC 建设及设施委员会	EC 企业发展委员会	FAC 财务及行政委员会	MFIC 数码港投资创业基金委员会	RPC 薪酬及人员委员会
Number of meetings held	举行会议次数	7	3	4	7	3	4	3	4
Simon CHAN (Chairman)	陈细明(主席)	7/7		4/4			4/4		4/4
Nicholas CHAN	陈晓峰	5/7	0/3		1/7				
Christopher CHAO	赵汝恒	6/7			3/7	1/3			
Ivy CHEUNG	张颍娴	6/7	3/3				3/4		3/4
Kenny CHIEN	钱国强	7/7				3/3		3/3	
Kevin CHOI[1] or his alternate	蔡杰铭[1] (或其替代董事)	3/3	2/2		6/6	1/1	2/2		3/3
Cheryl CHOW	周可乔							3/3	
Ivy CHUA	蔡淑莲	6/7	3/3				4/4		
Jack KONG	孔剑平	6/7				3/3		2/3	
LAU Kwok-fan	刘国勋	7/7			5/7	3/3			
Stephen LAW	罗卓坚	5/7	3/3					3/3	
Michael LEUNG	梁建文	6/7	2/3	4/4			4/4		
James LI	李子树	7/7			5/7	3/3			
Erica MA	马殷	5/7	3/3			3/3		3/3	3/4
Eddie MAK[2] or his alternate	麦德伟[2] (或其替代董事)	4/4	1/1		1/1	2/2	2/2		1/1
Roy NG	伍俊达	5/7				3/3	3/4		
Derrick PANG	彭一邦	5/7		4/4	7/7		3/4		4/4
Patrick TSANG	曾安业	5/7					4/4	3/3	
Maggie TSOI	蔡芷珊	6/7			4/7				
Ken WONG	黄建恒	3/7		2/4		3/3		2/3	1/4
Average attendance Rate	**平均出席率**	**82.54%**	**80.95%**	**87.50%**	**65.31%**	**92.59%**	**90.63%**	**90.48%**	**79.17%**

Notes:

(1) Mr Kevin CHOI was appointed as Director with effect from 27 October 2025. During his tenure, all the Committee meetings including AC, CFC, EC, FAC and RPC were attended by the alternate to Mr Kevin CHOI.

(2) Mr Eddie MAK resigned as Director with effect from 26 September 2025. During his tenure, all the Committee meetings including AC, CFC, EC, FAC and RPC were attended by the alternate to Mr Eddie MAK.

附注：

(1) 蔡杰铭先生自2025年10月27日起获委任为董事。在其任期内，所有董事委员会会议(包括审计委员会、建设及设施委员会、企业发展委员会、财务及行政委员会及薪酬及人员委员会)均由蔡杰铭先生的替代董事出席。

(2) 麦德伟先生自2025年9月26日起辞任董事。在其任期内，所有董事委员会会议(包括审计委员会、建设及设施委员会、企业发展委员会、财务及行政委员会及薪酬及人员委员会)均由麦德伟先生的替代董事出席。

Meeting Procedure

The Board and Committees convene meetings on a regular basis. Special meetings will be held as and when necessary. Management circulates papers prior to the respective meetings to provide members with adequate information in a timely manner to facilitate their deliberation of the issues and decision-making.

The respective Board/Committee secretaries record the major points of discussion, recommendations, decisions, and action items arising from the meetings. Outstanding matters are followed up by the relevant departments, and progress updates are reported at subsequent Board/Committee meetings.

Company Secretary

All Board Members have access to the advice and services of the Company Secretary. The Company Secretary is responsible for ensuring good information flow within the Board, Board policies and procedures are followed, and Board activities are efficiently and effectively conducted. To this end, the Company Secretary facilitates the Board and Management to adhere to Board processes as updated from time to time, advises on governance matters, facilitates induction and provision of information.

Management and Staff

Management and staff, led by the Company's CEO, are responsible for managing the Company's day-to-day operations and implementing the strategies and directions determined by the Board. The performance of Management is reviewed with reference to the KPIs and objectives approved by the Board. The annual emoluments of the Company's five highest paid employees by band are disclosed under note 8 to the consolidated financial statements on page 163.

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

Delegation of Authority

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

会议程序

董事局和各个委员会均定期举行会议，并于有需要时召开特别会议。在相关会议举行前，管理层将会议文件送呈有关成员，及时向彼等提供充足资料，以助审议事项及作出决策。

相关董事局／委员会秘书负责记录会议之讨论重点、推荐建议、议决及跟进事宜。相关部门须负责跟进处理未完成事项，并于往后的董事局／委员会会议上汇报进度。

公司秘书

所有董事局成员均可获取公司秘书的意见及服务。公司秘书负责确保董事局成员之间的资讯交流良好、遵循董事局政策及程序，以及董事局事务可具效率和有效地进行。为达到此目的，公司秘书协助董事局及管理层依循不时更新的董事局程序，就管治事宜提供意见，协助就职及提供资料。

管理层及员工

本公司管理层及员工在行政总裁领导下，负责管理本公司的日常运作，以及执行由董事局制定的策略及发展方向。管理层表现乃按照经董事局批准之主要表现指标及目标进行检讨。本公司首五名最高薪员工的年度薪酬等级已于第163页的综合财务报表附注8中披露。

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

授权制度

董事局的职权及其授予委员会及管理层的职权已清晰界定，并列载于授权政策。本公司不时检讨授权制度，以确保配合业务及运作需要。

Financial Reporting

Board Members are responsible for the preparation of financial statements that give a true and fair view of the state of affairs of the Company and its subsidiaries (collectively referred to as the "Group"), and of the Group's result and cash flows for the year to ensure that the preparation of the annual financial statements of the Group is in accordance with statutory requirements and applicable accounting standards. The financial statements are prepared on a going concern basis, and appropriate accounting policies have been adopted and applied consistently. Judgements and estimates have been made that are prudent and reasonable.

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

All new and amended accounting standards and requirements, as well as changes in accounting policies adopted by the Group have been discussed and approved by the Audit Committee before adoption by the Group. To make a comprehensive assessment of the Group's performance, the Board has 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 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 governance, enhancing transparency and ensuring accountability. With the support from internal audit team, Management reviews the Company's internal control system with reference to the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework as recommended by the Hong Kong Institute of Certified Public Accountants. The review identifies and evaluates significant risks associated with key processes and the effectiveness of related controls in mitigating these risks.

Independent reviews of material controls are conducted by the 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 control systems were appropriate and effective during the year.

财务汇报

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

为此，提交予董事局的年度财务报表均已由管理层审阅。管理层负责与外聘核数师完成查核财务报表的资料，并再呈交予审计委员会审阅。

所有新订和经修订的会计准则和规定，以及本集团所采纳的会计政策变更，均已于本集团采纳前经审计委员会讨论及批准。为全面评估本集团的表现，董事局于本年度已批准年度财务报表和审阅有关财务业绩及业务表现的每月报告。

内部监控及风险管理

董事局对本公司的风险管理及内部监控系统负有最终责任。内部监控系统旨在管理而非消除未能实现业务目标的风险，而且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了合理但非绝对保证。

本公司致力恪守企业管治最高水平，提高透明度及确保问责性。在内部审计部的协助下，管理层参照由香港会计师公会建议的COSO内部监控框架，检讨内部监控系统。检讨旨在识别及评估与关键流程相关的重大风险，及缓减该等风险的控制措施的成效。

内部审计部负责对重大监控措施进行独立检讨，并每年向审计委员会报告。本公司的风险管理及内部监控系统(包括其设计、实施及监察)会定期检讨，以不断改善及确保其稳健性。

整体风险管理及内部监控系统已由董事局透过审计委员会作出审阅。本公司认为整体风险管理及内部监控系统于年内乃属适当及有效。

Internal Audit

The internal audit team reports directly and regularly to the AC on the 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

In line with the Group's commitment to maintaining and upholding high standards of corporate governance, the Group conducted a tendering exercise for the external audit services for the year ended 31 March 2026. The recommendation of appointing Grant Thornton Hong Kong Limited ("Grant Thornton"), one of the tenderers, was endorsed by the AC and approved by the Board, with the relevant appointment subsequently approved by the shareholders. AC has considered all relationships between the Group and Grant Thornton when assessing Grant Thornton's independence and objectivity in the selection process.

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

For the year ended 31 March 2026, the remuneration paid/payable to the Company's external auditor, Grant Thornton, for audit services was approximately HK$316,000 (2025: Nil) and no non-audit services were incurred (2025: Nil).

For the year ended 31 March 2025, the remuneration paid/payable to the Company's former external auditor, Ernst & Young, for audit services was approximately HK$471,600 and for non-audit services related to the verification of financial information was approximately HK$18,000.

内部审计

内部审计部定期向审计委员会汇报内部监控系统的充足性及有效性、营运效率及成效，并评估本公司内部监控流程、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，重大的内部监控事宜会向审计委员会及董事局汇报。在每次审计委员会会议上，有关监控不足的调查结果(如有)及对审计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。

外部审计

为符合本集团维持及奉行卓越企业管治的承诺，本集团就截至2026年3月31日止年度的外部审计服务进行招标。审计委员会对委任其中一家投标者致同(香港)会计师事务所有限公司(「致同」)的建议表示认可，并获董事局批准，相关委任随后获股东批准。审计委员会在评选过程中评估致同的独立性及客观性时，已考虑本集团与致同之间的所有关系。

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，并批准其酬金。外部审计的主要目的是向董事局及股东作出独立的保证，确保本集团之年度财务报表已中肯地呈现。外聘核数师担当重要的独立角色，根据其审计结果对财务报表发表意见，并在展开审计工作前按需要与审计委员会举行会议，讨论审计性质及范围，并就审计结果作出汇报。外聘核数师亦会就于审计过程中发现的内部监控事宜提出建议，并汇报管理层所作之回应(如有)。

截至2026年3月31日止年度，就审计服务已付／应付予本公司外聘核数师致同之酬金约为316,000港元(2025年：无)，且并无产生非审计服务开支(2025年：无)。

截至2025年3月31日止年度，就审计服务已付／应付予本公司前任外聘核数师安永会计师事务所之酬金约为471,600港元，而就与核实财务资料相关之非审计服务酬金约为18,000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 in carrying out their duties.

Whistleblowing Policy

The Company has a formal whistleblowing policy in place to encourage and guide its staff to report possible wrongdoing or danger of wrongdoing within the organisation, without any risk of retribution. The Company also encourages other stakeholders to raise concerns, in confidence, about suspected misconduct, malpractice or irregularities in any matters related to the Company.

Constitutional Documents

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

Transparency

The Board and Management maintain a close contact and effective communication, through Board 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 and future development.

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

To enhance transparency and openness, the Company voluntarily discloses its corporate governance policies and practices, as appropriate and applicable with reference to the Corporate Governance Code ("CG Code") as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The attendance records of each Board Member at the Board and Committee meetings during the year is reported on page 111.

Communications with Stakeholders

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, e-newsletters, press briefings and interviews, and participation in a variety of local and overseas exhibitions and conferences. Annual reports and information on Cyberport programmes and offerings are disclosed on the corporate website for public access. The Company also makes use of social media such as Facebook, LinkedIn, Instagram and Xiaohongshu etc. for promotions and information dissemination.

避免利益冲突

本公司订有政策及程序以监管员工的实际或潜在的利益冲突。负责敏感范畴的员工于履行职务时，须遵守与特定工作相关的避免利益冲突守则。

举报政策

本公司备有正式的举报政策，鼓励及指导员工就组织内潜在的不当行为或其危害作出举报，而不会遭事后追究。其他持份者若发现与本公司有关的任何怀疑失当、舞弊或违规行为，本公司亦鼓励其在保密情况下提出关注。

组织章程文件

本公司章程细则于年内并无任何变动。

透明度

董事局及管理层透过董事局及委员会会议、每月财务及业务更新资料，与股东代表创新科技及工业局常任秘书长保持紧密联系及有效沟通，检讨策略事宜、业务计划及未来发展。

本公司大约每年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资讯及通讯科技生态系统方面的工作进展，当中包括本公司的财务业绩。

为提高透明度及公开性，本公司参照香港联合交易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。

各董事局成员在年内的董事局及委员会会议的出席记录载列于第111页。

与持份者沟通

本公司致力与外界持份者保持公开透明的沟通桥梁，持续利用广泛渠道和工具与社群联系，包括透过本公司的官方网站、电子通讯、新闻发布会和采访活动等发放消息，而本公司同时积极参加各类本地及海外展览和会议。本公司透过其网站刊载年报，并发放数码港各项计划和服务的资料，方便公众查阅。本公司亦利用Facebook、领英、Instagram及小红书等社交媒体进行推广及发放资讯。

Corporate Governance Practices

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

企业管治措施

尽管本公司毋须遵守《企业管治守则》，但本公司已将守则内的良好企业管治原则付诸实行，并主动在整体上遵守守则条文，惟以下除外：

Mandatory Disclosure Requirement(s) ("MDR(s)")/Code Provision(s) ("CP(s)") 强制披露要求／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. 强制披露要求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. Resolutions in Writing in lieu of general meetings have been 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 强制披露要求 — 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. 这些强制披露要求与委任董事前取得法律意见安排及提名董事政策有关，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. 这些强制披露要求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 强制披露要求 — 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任已在任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. 董事毋须按膺选连任，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. 强制披露要求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 强制披露要求 — 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. 强制披露要求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 and they 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 强制披露要求 — 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. 强制披露要求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 强制披露要求 — G 守则条文 — C.1.3

Continuing Evolution of Corporate Governance

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

不断演进的企业管治

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