

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。

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.

願景、目標、企業策略、價值與文化

本公司的**願景**是成為數碼科技樞紐，為香港締造新經濟動力。

本公司的**目標**是透過建立全面的數碼科技公司生態圈，支持及促進香港創新科技(「創科」)發展。本公司致力培育科技人才、鼓勵年輕人創業、扶植初創企業，創造蓬勃的創科生態圈；透過與本地及國際夥伴合作，促進科技產業發展；同時加快公私營機構採納數碼科技，推動新經濟與傳統經濟融合。

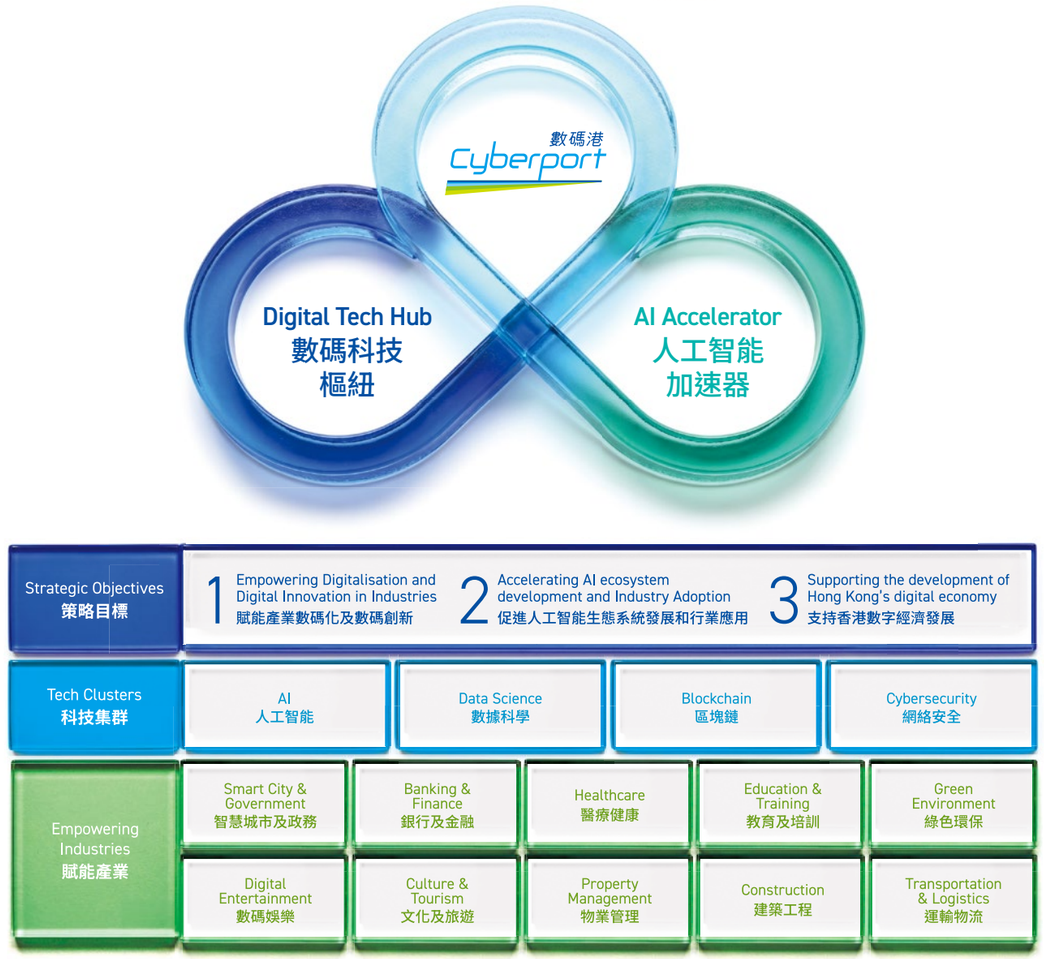
董事局持續檢討本公司的**策略**，從而識別和評估潛在的機遇和挑戰，並制定行動計劃為本公司締造和保留長期價值。在董事局的帶領下，數碼港已制定2023/24年度至2025/26年度三年策略計劃，指引本公司強化創科生態圈，推動「新型工業化」，壯大創科人才庫，促進數字化經濟發展，並融入國家整體發展大局。本公司將致力邁向發展成為香港數碼科技樞紐和人工智能加速器的策略重點。策略計劃內各項主要措施的實施進度須向董事局成員匯報，並由其審閱。於本年度，董事局已檢視2026/27年度至2028/29年度的策略發展設定。

本公司由政府全資擁有，致力維持高水平的企業管治，業務營運秉承誠實、誠信及公平的原則。本公司管理團隊優秀，備受重視，彼等在董事局成員的帶領下，共同邁向願景。團隊尊重及信任是企業**文化**不可或缺的一部分。此外，本公司與持份者溝通合作，彼等的支持及意見有助本公司達成願景。

數碼港秉持重視誠信、保持開放、敢創求變的**價值**，作為執行策略的基礎。在董事局的指導下，數碼港致力維持並奉行卓越的企業管治，並一直以問責性、具透明度、處事公允、注重道德操守及誠信作為其企業管治架構的基石，使數碼港能夠履行公眾使命，實現長期及可持續增長。

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

數碼港：香港數碼科技樞紐及人工智能加速器



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.

商業模式

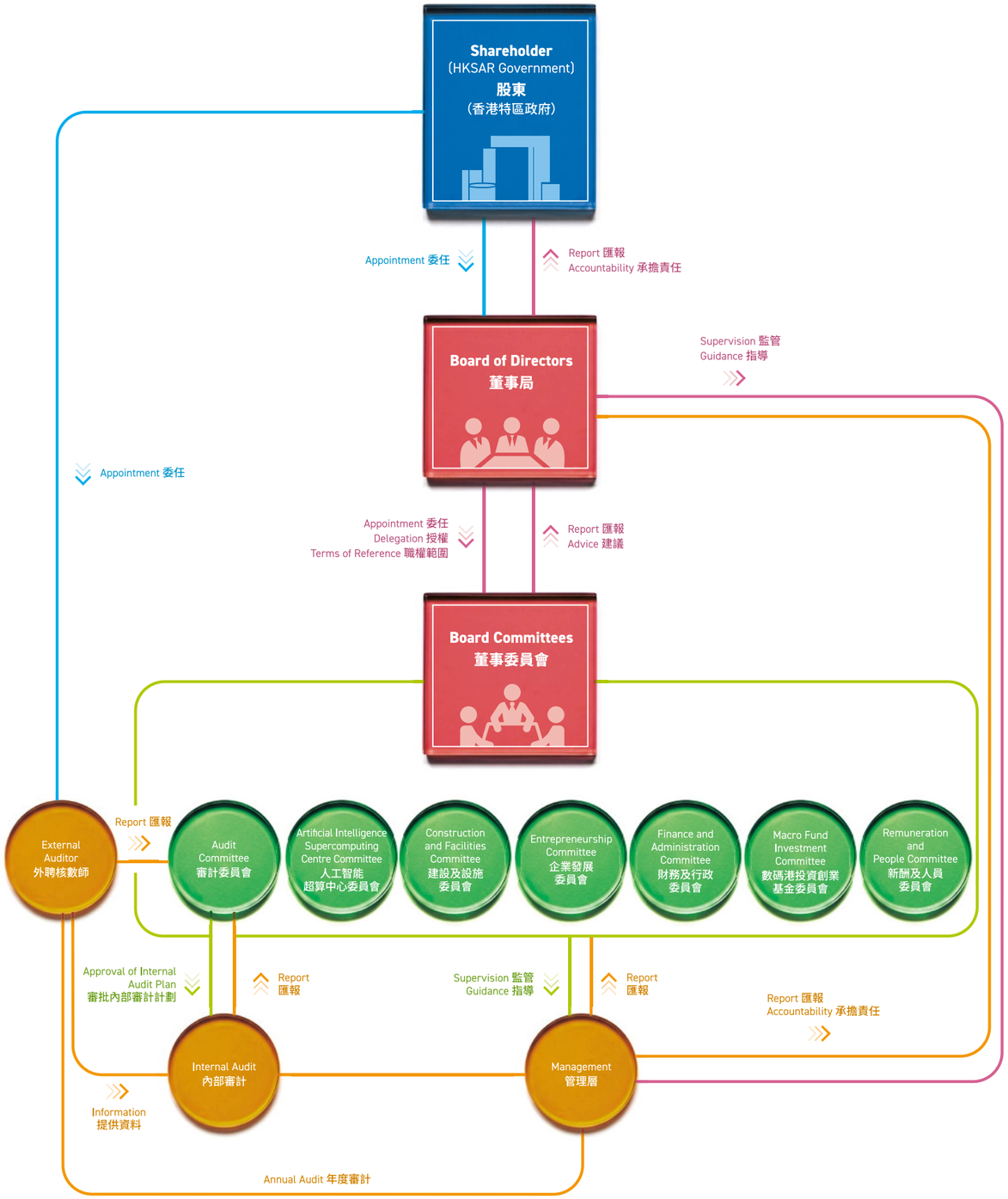
數碼港為初創企業計劃提供資助和指導，以滿足不同發展階段的創業需要。數碼港藉助其支援網絡（即「數碼港企業網絡（CEN）」、「數碼港投資者網絡（CIN）」、「數碼港科技網絡（CTN）」及「數碼港專業服務網絡（CPN）」），並與政府、業界、學術界及研究界持續合作，發展本地、內地及海外合作夥伴關係，營造有利於初創和科技公司成長的環境。數碼港以自負盈虧的模式營運，透過其甲級智能寫字樓、科技基建、零售購物中心及五星級酒店的商業營運收入支持公眾使命活動。數碼港的智慧園區採用多種技術方案提升效益，並提供應用場景以展示初創方案，同時提供有利創新氛圍，讓園區交流意見並尋求合作。

Corporate Governance Structure

(As of 31 March 2026)

企業管治架構

（於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

董事局透過審慎而有效的監管框架，集體負責領導和監管本公司，並以盡責盡心和重視效益的態度管治及領導本公司。全體董事局成員均須持正不阿，以身作則，致力推廣企業文化。

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投入足夠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財務及業務更新資料，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。

本公司已為各董事及高級職員作適當的投保安排，以保障董事局成員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。

董事局主席陳細明先生為非執行董事，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充足資料外，亦負責領導董事局，提倡公開、積極討論的文化，並鼓勵所有董事局成員全力投入董事局事務，確保及時就所有重要的適當事宜進行討論。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。

行政總裁鄭松岩博士由董事局委任，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。

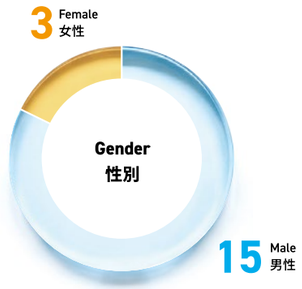
主席、行政總裁及其他董事局成員彼此之間並無任何財務、業務、家族、重大或其他相關關係。

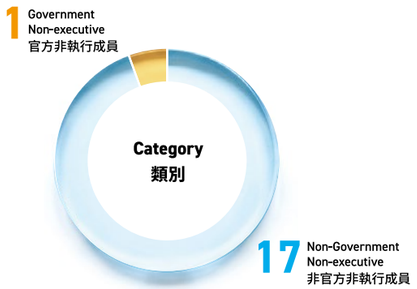
董事局的組成

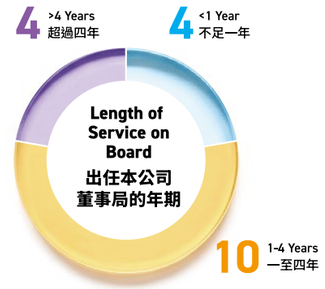
於本年報日期，董事局共有18名董事，均為非執行董事及17名董事被視為獨立，即陳細明先生(主席)、陳曉峰教授議員、張澤松教授(於2026年4月1日獲委任)、錢國強先生、蔡淑蓮女士、許亮華先生(於2026年4月1日獲委任)、江智蛟先生(於2026年4月1日獲委任)、孔劍平博士、劉國勳先生、羅卓堅先生、李子樹博士、馬殷女士、伍俊達先生、彭一邦博士、曾安業先生、蔡芷珊博士及黃建恒先生。

在董事局任職的公職人員是創新科技及工業局常任秘書長蔡傑銘先生(於2025年10月27日獲委任)。這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。非執行董事帶來外界觀點，理性正面地質詢和就方案或策略提供意見。

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。









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.

成員多元化

本公司深明董事局在技能、知識、經驗和性別各方面均維持適度平衡，對企業管治極為重要。董事局其中一名成員來自政府，其餘則來自不同的範疇，包括科技及創新、商業、會計及金融、投資、建築、法律、社區服務及公共事務，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。

本公司一直支持女性投身香港資訊及通訊科技行業。於2026年3月31日，女性董事佔非官方董事的比例為24%。本公司將致力促進董事局性別多元化。於決定委任及續任董事局成員時，其他因素（例如適用於本公司業務的技能、經驗及多元化觀點）亦會考慮。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。本公司亦於其網站（www.cyberport.hk）上載最新董事局成員名單，列明彼等的角色和職能。

員工

性別多元化在數碼港董事局層面的重要性已延伸至整個組織。多元化的員工團隊支持卓越表現和與各持份者有效協作的能力。於2026年3月31日，本公司的員工（不包括高級管理層*）男性佔56.2%，女性佔43.8%；本公司高級管理層*男性佔83.3%，女性佔16.7%。本公司致力維持性別均衡，並會定期評估以確保比例均衡。

* 包括最高管理層

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。本公司業務的整體管理交由董事局負責。董事局專注就策略規劃、財務及業務發展、企業管治、監督風險管理及內部監控、人力資源及薪酬事宜向本公司提供整體策略指引，同時審視績效及監察績效匯報。

管理層負責本公司的日常營運。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、企業責任和業務前景。連同董事局會議的討論，董事局成員能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。

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

董事局議事程序

董事局每年至少召開四次常規會議，並可視乎需要另行召開額外的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董事局文件、會議記錄等所有相關資料。如有需要，董事局成員可按照既定程序，尋求獨立專業意見，以履行其職務及職責，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通常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14天提交予董事局成員。

常規會議的議程會於諮詢主席／委員會主席及行政總裁後擬定。議程和會議文件一般在常規會議擬定日期前5個工作日提呈予董事局成員。截至2026年3月31日止年度，93.8%的常規董事局／委員會會議文件已提前5個營業日發出。

董事局成員可親身或透過電子通訊方式出席董事局／委員會會議。

將於董事局／委員會會議表決之事宜均由獲准投票的董事局／委員會成員以過半數作出決議，惟慣常情況是議決的決定乃根據董事局／委員會的共識而作出。

董事局會不時檢討董事局會議程序，與時並進，以配合規管變動及最佳企業管治常規。

董事局決定

於本年度，董事局共召開了7次會議，整體出席率達82.5%。

經審議／議決的主要事項：

- 策略計劃及目標
- 年度財務計劃及表現目標
- 年報、經審計財務報表、環境、社會及管治報告及企業管治報告
- 變更外聘核數師
- 數碼港擴建項目融資安排
- 管理賬目及報告
- 監督管理層
- 管理層表現評核
- 重大交易、安排及合約

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.

董事局獨立性

本公司已設有安排，確保董事局可獲得獨立的觀點和意見。於2026年3月31日及本年報日期，所有董事局成員均為非執行董事。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及運作有關或可能有關並屬重大性質的任何利益。規管利益衝突的政策已明確列於董事行為守則。

主席鼓勵持不同意見的董事局成員表達其關注的事宜，以促進多元意見及獨立判斷。為使董事局成員履行職責，並迅速識別和理解事項，管理層適時向董事局成員提供所有相關文件及資料，使董事局成員能夠行使獨立判斷、於討論中作出貢獻，並作出知情沉穩的決定。為實現這些目標，董事局成員有權就將於董事局／董事委員會會議上討論的事宜向管理層索取進一步資料，及／或要求公司秘書協助，後者將協調董事局成員及管理層處理董事局成員的任何查詢，或適時尋求獨立專業意見來履行其職責，費用由本公司承擔。

此外，主席與董事局成員有特定會議環節而管理層不會列席，為董事局成員討論人力資源事宜、提出關注、交換見解及討論有關本公司或其業務的事宜提供專屬平台。

考慮到上述措施的實行，本公司認為確保董事局獲得獨立的觀點和意見的機制仍然有效。

董事就任及發展方案

每名新委任的董事局成員均獲提供全面、正式兼特為其而設的就任計劃，以便他們能妥善及有效地履行對本公司的職責。該計劃包括與行政總裁及管理層會面、參與本公司營運及主要發展的簡介會，以及參觀本公司設施。就任計劃旨在協助新董事局成員熟悉本公司的目標、策略、業務、營運、內部監控及政策，以及董事的一般及特定職責。

此外，全體董事局成員於獲委任時均獲提供董事手冊，當中載有(其中包括)董事職責、行為守則(規管利益衝突的政策，連同反賄賂及反貪污指引)、利益申報及董事委員會的職權範圍。董事手冊不時更新，以反映這些領域的發展。

為使董事局成員更新其有效履行職責所需的知識及技能，本公司於2026年3月安排了董事局簡介會，以分享最新的管治及營運風險。此外，董事局成員積極參與數碼港的旗艦活動，例如數碼娛樂領袖論壇及數碼港創業投資論壇，就此交流意見及獲取創新科技發展的見解。

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.

行為守則

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、公平和公正的原則。

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，並按照至少不低於香港法例的標準行使謹慎、技能和勤勉職責。

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。董事局成員至少須積極關心本公司之事務，並對本公司業務有整體理解。

董事局成員應定期出席和積極參與董事局和委員會會議，並預先查閱管理層提供的資料，以作充分準備。

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及運作有關或可能有關並屬重大性質的任何利益。如過往申報的利益有任何變動或有任何新利益申報，董事局成員必須盡快通知公司秘書。董事利益申報登記冊由公司秘書保存，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、安排或合約中的利益的規定)。

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該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 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

董事委員會

於本年度，董事局轄下設有七個常設委員會，分別為人工智能超算中心委員會、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111頁。

所有董事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份，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文件和會議記錄
- 董事局成員定期獲得有關董事委員會所作決策的最新資料

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。

人工智能超算中心委員會

人工智能超算中心委員會負責監察和監督人工智能超算中心的發展及運作相關事宜。於2026年3月31日，人工智能超算中心委員會由五名成員組成，其中四名為擁有投票權的非執行董事，分別為陳細明先生（人工智能超算中心委員會主席）、梁建文教授、彭一邦博士、黃建恒先生，以及一名不具投票權的成員鄭松岩博士。

主要職責：

- 審批與人工智能超算中心發展及營運相關的資本工程、營運及諮詢服務的採購／批授，以及合約的相關修訂／索賠及商業和解
- 監察人工智能超算中心資本工程的進度及監控其開支
- 審批申請並釐定未獲任何政府資助計劃補貼的用戶的折扣水平
- 就人工智能超算中心發展和運作的人力資源規劃，提供意見
- 審批並監察政策和措施

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

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.

經審議／議決的主要事項：

- 人工智能超算中心年度預算
- 人工智能超算中心施工進度
- 非補貼用戶的折扣水平
- 人工智能超算中心的人力資源規劃
- 重大交易、安排及合約

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、遵守合規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。此外，審計委員會直接監督內部審計部的工作。於2026年3月31日，審計委員會由七名成員組成，均為非執行董事，計有張潁嫻女士（審計委員會主席）、陳曉峰教授議員、蔡傑銘先生、蔡淑蓮女士、羅卓堅先生、梁建文教授及馬殷女士。

主要職責：

- 審閱並批准經審計財務報表，以供董事局批准
- 就外聘核數師的委任提出建議，並批准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、風險管理制度及內部審計功能

經審議／議決的主要事項：

- 年度經審計財務報表
- 外聘核數師報告、審計獨立性及客觀性，以及審計過程的有效性
- 變更外聘核數師
- 風險管理和內部監管檢討
- 風險登記冊及風險評估結果
- 外部和內部審計工作計劃
- 內部審計報告，涵蓋財務、業務和職能營運及合規，以及資訊安全
- 舉報個案

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、設施管理及相關顧問服務。於2026年3月31日，建設及設施委員會由七名成員組成，均為非執行董事，計有彭一邦博士（建設及設施委員會主席）、陳曉峰教授議員、趙汝恒教授、蔡傑銘先生、劉國勳先生、李子樹博士及蔡芷珊博士。

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

主要職責：

- 審批本公司進行的資本工程項目(包括新發展、重建及建設項目)以及本公司物業的設施管理的基本方針或就此提供建議
- 通過及建議新資本工程的規劃和發展參數，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制要求
- 審批有關資本工程、設施管理工程及相關顧問服務的合約之批授、修訂／索賠及商業和解
- 監察資本工程項目以及設施管理事宜之進度及監控其開支
- 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：

- 數碼港擴建計劃之進度
- 低空活動配套設施
- 園區設施管理工作
- 重大交易、安排及合約

企業發展委員會

企業發展委員會負責監督由本公司舉辦、安排或執行的各項企業發展或初創企業計劃事宜及公眾使命活動，例如「數碼港培育計劃」、「數碼港創意微型基金」及「數碼港加速器支援計劃」。於2026年3月31日，企業發展委員會由九名成員組成，均為非執行董事，計有黃建恒先生(企業發展委員會主席)、趙汝恒教授、錢國強先生、蔡傑銘先生、孔劍平博士、劉國勳先生、李子樹博士、馬殷女士及伍俊達先生。

主要職責：

- 監察由本公司推行的各項初創企業及企業發展計劃及公眾使命活動之行政及管理事宜
- 監察及檢討有關以下三大範疇之運作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」計劃激發創意
  - 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
- 批准企業發展顧問團的組成及成員委任，其成員包括創投資本家、商界行政人員、資訊及通訊科技界專業人士、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
- 檢討及審批任何企業發展計劃及公眾使命活動的開支

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.

經審議／議決的主要事項：

- 審批「數碼港培育計劃」、「數碼港創意微型基金」及「數碼港大灣區青年創業計劃」的評審結果
- 「數碼轉型支援先導計劃」
- 「數碼娛樂領袖論壇」
- 「數碼港創業投資論壇」
- 「數碼港互動招聘博覽」
- 「數碼港・大學合作夥伴計劃」
- 「青年初創實習計劃」
- 「數碼港加速器支援計劃」下的聯合加速器計劃
- 「區塊鏈及數字資產試點資助計劃」
- 數碼港與發展局空間數據辦事處「概念驗證計劃」
- 企業發展顧問團組成的變更

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2026年3月31日，財務及行政委員會由八名成員組成，均為非執行董事，計有陳細明先生(財務及行政委員會主席)、張潁嫻女士、蔡傑銘先生、蔡淑蓮女士、梁建文教授、伍俊達先生、彭一邦博士及曾安業先生。

主要職責：

- 審批本公司任何預算開支、承諾及付款
- 就任何未規劃事項，作出決定和批准合適的行動，或審批任何未列入預算的開支、承諾及付款
- 審批租賃辦公室及零售物業之租金方案
- 檢討及審批企業政策，包括租賃、採購、財務、行政、市場推廣及資訊科技
- 就已批准的業務計劃和公司發展策略之執行及實施所需資源進行檢討

經審議／議決的主要事項：

- 年度預算
- 辦公室租金
- 數據服務平台訂用費
- 中期財務檢討
- 數碼港擴建計劃財務安排
- 租務相關事宜
- 重大交易、安排及合約

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」相關事宜，以及批准「數碼港投資創業基金」相關投資。「數碼港投資創業基金」的基金規模達4億港元，旨在向數碼港「數碼科技創業家」提供種子項目投資至A輪及後期融資，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2026年3月31日，數碼港投資創業基金委員會共有七名成員，包括六名非執行董事，計有馬殷女士(數碼港投資創業基金委員會主席)、錢國強先生、孔劍平博士、羅卓堅先生、曾安業先生、黃建恒先生，以及一名政府代表周可喬女士。

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)

主要職責：

- 檢討及批准管理層所推薦的「數碼港投資創業基金」相關投資及退出事宜
- 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：

- 「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
- 中銀香港數碼港科創有限合夥基金

薪酬及人員委員會

薪酬及人員委員會負責就企業架構以及有關員工招聘、薪酬、發展、紀律處分及解僱方面的政策向董事局提出建議。於2026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，計有陳細明先生(薪酬及人員委員會主席)、張頴嫻女士、蔡傑銘先生、馬殷女士、彭一邦博士及黃建恒先生。

主要職責：

- 參考本公司的整體目標及宗旨，就組織架構及有關員工編制、薪酬、聘用、紀律及解僱方面的政策向董事局提出建議
- 就薪酬待遇的釐定及不同職級的僱用條款及條件向董事局提出建議
- 檢討員工表現的評估準則，並向董事局提出建議
- 按照由董事局批准的主要表現指標及目標，就管理層的表現作出檢討
- 匯報員工投訴及申訴過程，並在有需要時檢討相關政策及程序

經審議／議決的主要事項：

- 人力資源規劃
- 管理層年度表現檢討及續約
- 年度薪酬檢討及浮動薪酬
- 新員工僱傭條款檢討
- 人力資源政策修訂
- 公司組織架構
- 跟進涉及員工的事件(如網絡安全)

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.

會議出席記錄

於2025年4月1日至2026年3月31日財政年度，董事局成員於董事局及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	AISCC 人工智能超算中心委員會	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 meetings held	舉行會議次數	7	3	4	7	3	4	3	4
Simon CHAN (Chairman)	陳細明(主席)	7/7		4/4			4/4		4/4
Nicholas CHAN	陳曉峰	5/7	0/3		1/7				
Christopher CHAO	趙汝恒	6/7			3/7	1/3			
Ivy CHEUNG	張頴嫻	6/7	3/3				3/4		3/4
Kenny CHIEN	錢國強	7/7				3/3		3/3	
Kevin CHOI[1] or his alternate	蔡傑銘[1] (或其替代董事)	3/3	2/2		6/6	1/1	2/2		3/3
Cheryl CHOW	周可喬							3/3	
Ivy CHUA	蔡淑蓮	6/7	3/3				4/4		
Jack KONG	孔劍平	6/7				3/3		2/3	
LAU Kwok-fan	劉國勳	7/7			5/7	3/3			
Stephen LAW	羅卓堅	5/7	3/3					3/3	
Michael LEUNG	梁建文	6/7	2/3	4/4			4/4		
James LI	李子樹	7/7			5/7	3/3			
Erica MA	馬殷	5/7	3/3			3/3		3/3	3/4
Eddie MAK[2] or his alternate	麥德偉[2] (或其替代董事)	4/4	1/1		1/1	2/2	2/2		1/1
Roy NG	伍俊達	5/7				3/3	3/4		
Derrick PANG	彭一邦	5/7		4/4	7/7		3/4		4/4
Patrick TSANG	曾安業	5/7					4/4	3/3	
Maggie TSOI	蔡芷珊	6/7			4/7				
Ken WONG	黃建恒	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.

附註：

(1) 蔡傑銘先生自2025年10月27日起獲委任為董事。在其任期內，所有董事委員會會議(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)均由蔡傑銘先生的替代董事出席。

(2) 麥德偉先生自2025年9月26日起辭任董事。在其任期內，所有董事委員會會議(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)均由麥德偉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.

會議程序

董事局和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，及時向彼等提供充足資料，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未完成事項，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。公司秘書負責確保董事局成員之間的資訊交流良好、遵循董事局政策及程序，以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，就管治事宜提供意見，協助就職及提供資料。

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。管理層表現乃按照經董事局批准之主要表現指標及目標進行檢討。本公司首五名最高薪員工的年度薪酬等級已於第163頁的綜合財務報表附註8中披露。

本公司之道德行為指引(包括反賄賂和反貪污法律及法規)已於本公司的員工行為守則及商業道德(「《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／提供饋贈及利益、處理機密資料及保密、知識產權以及職外業務或僱用、平等機會及騷擾等多個範疇，本公司將不時檢討並作出微調。於本年度，廉政公署為本公司僱員提供有關防止賄賂及利益衝突的培訓。本公司於入職培訓期間向新入職員工簡要介紹《員工守則》。本公司亦不時提醒全體員工遵守合規規定。

授權制度

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

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.

財務匯報

董事局成員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事務狀況、經營業績及現金流量，以確保本集團之年度財務報表乃根據法定規定及適用會計準則編製。財務報表按持續經營基準編製，並採納合適的會計政策貫徹應用，所作各項判斷和估計均屬審慎和合理。

為此，提交予董事局的年度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財務報表的資料，並再呈交予審計委員會審閱。

所有新訂和經修訂的會計準則和規定，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。為全面評估本集團的表現，董事局於本年度已批准年度財務報表和審閱有關財務業績及業務表現的每月報告。

內部監控及風險管理

董事局對本公司的風險管理及內部監控系統負有最終責任。內部監控系統旨在管理而非消除未能實現業務目標的風險，而且就財務資料的可靠性、有效性及營運效率以及遵守適用法律及法規提供了合理但非絕對保證。

本公司致力恪守企業管治最高水平，提高透明度及確保問責性。在內部審計部的協助下，管理層參照由香港會計師公會建議的COSO內部監控框架，檢討內部監控系統。檢討旨在識別及評估與關鍵流程相關的重大風險，及緩減該等風險的控制措施的成效。

內部審計部負責對重大監控措施進行獨立檢討，並每年向審計委員會報告。本公司的風險管理及內部監控系統(包括其設計、實施及監察)會定期檢討，以不斷改善及確保其穩健性。

整體風險管理及內部監控系統已由董事局透過審計委員會作出審閱。本公司認為整體風險管理及內部監控系統於年內乃屬適當及有效。

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.

內部審計

內部審計部定期向審計委員會匯報內部監控系統的充足性及有效性、營運效率及成效，並評估本公司內部監控流程、程序及系統是否充足、可靠及有效。

審計職務以「風險為本」為原則，並依照審計委員會批准的年度內部審計工作計劃執行，重大的內部監控事宜會向審計委員會及董事局匯報。在每次審計委員會會議上，有關監控不足的調查結果(如有)及對審計工作所產生的建議傳達有關管理層人員執行，並向審計委員會匯報。內部審計部會跟進檢討，確保議定的跟進方案得以妥善執行，並定期向審計委員會匯報執行狀況。

外部審計

為符合本集團維持及奉行卓越企業管治的承諾，本集團就截至2026年3月31日止年度的外部審計服務進行招標。審計委員會對委任其中一家投標者致同(香港)會計師事務所有限公司(「致同」)的建議表示認可，並獲董事局批准，相關委任隨後獲股東批准。審計委員會在評選過程中評估致同的獨立性及客觀性時，已考慮本集團與致同之間的所有關係。

審計委員會負責就外聘核數師的委任、續聘、罷免向董事局提出建議，並批准其酬金。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現。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。外聘核數師亦會就於審計過程中發現的內部監控事宜提出建議，並匯報管理層所作之回應(如有)。

截至2026年3月31日止年度，就審計服務已付／應付予本公司外聘核數師致同之酬金約為316,000港元(2025年：無)，且並無產生非審計服務開支(2025年：無)。

截至2025年3月31日止年度，就審計服務已付／應付予本公司前任外聘核數師安永會計師事務所之酬金約為471,600港元，而就與核實財務資料相關之非審計服務酬金約為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，鼓勵及指導員工就組織內潛在的不當行為或其危害作出舉報，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關注。

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

董事局及管理層透過董事局及委員會會議、每月財務及業務更新資料，與股東代表創新科技及工業局常任秘書長保持緊密聯繫及有效溝通，檢討策略事宜、業務計劃及未來發展。

本公司大約每年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性，本公司參照香港聯合交易所有限公司證券上市規則附錄C1所載之《企業管治守則》的適用條文，主動披露其企業管治政策及措施。

各董事局成員在年內的董事局及委員會會議的出席記錄載列於第111頁。

與持份者溝通

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、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加各類本地及海外展覽和會議。本公司透過其網站刊載年報，並發放數碼港各項計劃和服務的資料，方便公眾查閱。本公司亦利用Facebook、領英、Instagram及小紅書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, 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:

企業管治措施

儘管本公司毋須遵守《企業管治守則》，但本公司已將守則內的良好企業管治原則付諸實行，並主動在整體上遵守守則條文，惟以下除外：

Mandatory Disclosure Requirement(s) ("MDR(s)")/Code Provision(s) ("CP(s)") 強制披露要求／守則條文	Reason for Deviation 偏離原因	Reference 參考指引
The MDR deals with shareholders' right to convene general meetings while the CPs deal with the proceedings for general meetings respectively. 強制披露要求及守則條文分別與股東召開股東大會的權利和股東大會程序有關。	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. 本公司是由香港特區政府透過財政司司長法團全資擁有。另外，本公司之股東大會是採用書面決議案形式替代。	MDR – K CP – C.1.6, F.2.1 to F.2.3 強制披露要求 — K 守則條文 — 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. 這些強制披露要求與委任董事前取得法律意見安排及提名董事政策有關，守則條文與提名委員會有關。	These MDRs and CPs are not applicable to the Company since Directors are directly appointed by the shareholders. 這些強制披露要求及守則條文不適用於本公司，因董事均由股東直接委任。	MDR – B(ha), E(d)(iii) CP – B.3.1 to B.3.4 強制披露要求 — B(ha)、E(d)(iii) 守則條文 — 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. 這些守則條文與董事輪值退任及續任已在任超過九年之獨立非執行董事有關。	Directors are not subject to re-election but may be re-appointed by the shareholders. 董事毋須按膺選連任，但可由股東重新委任。	CP – B.2.2 to B.2.4 守則條文 — 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. 強制披露要求及守則條文分別與年內執行董事的薪酬事宜和薪酬委員會有關。	Directors do not receive any remuneration. The Company's Remuneration and People Committee is responsible for the organisational structure and policies related to staffing. 董事並無收取任何酬金。本公司薪酬及人員委員會負責有關員工配置的組織架構及政策。	MDR – E(d)(ii) CP – E.1.1 to E.1.3 強制披露要求 — E(d)(ii) 守則條文 — E.1.1至E.1.3
The MDR and CP deal with the participation of Directors in continuous professional development. 強制披露要求及守則條文與董事參與持續專業發展有關。	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。	MDR – B(i) CP – C.1.4 強制披露要求 — B(i) 守則條文 — C.1.4
The CP deals with a policy on the payment of dividends. 守則條文與派息政策有關。	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. 本公司由香港特區政府透過財政司司長法團全資擁有，派息視乎股東的決定而定。	CP – F.1.1 守則條文 — F.1.1
The MDR and CP deal with the transaction in securities of the listed issuer. 強制披露要求及守則條文與上市發行人的證券交易有關。	The Company is a private company wholly owned by the HKSAR Government via The Financial Secretary Incorporated and its shares are not publicly traded. 本公司為由香港特區政府透過財政司司長法團全資擁有的私人公司，其股份並不作公開買賣。	MDR – G CP – C.1.3 強制披露要求 — G 守則條文 — 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.

不斷演進的企業管治

鑒於業務及監管環境不斷變化，本公司將持續檢討及(如適用)加強其企業管治措施，以符合持份者的期望。