

# Directors' Report

## 董事局報告書

The directors submit herewith their annual report together with the audited financial statements for the year ended 31 December 2022.

### Principal place of business

Hong Kong Internet Registration Corporation Limited (“the Company”) is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at Unit 501, Level 5, Core C, Cyberport 3, 100 Cyberport Road, Hong Kong.

### Principal activity

The principal activity of the Company and its subsidiary (“the Group”) is to administer the registration system for all levels of internet domain names under the Hong Kong country-code top level domain “.hk” and its equivalents. This includes, among other tasks, the development and maintenance of a self-regulatory policy framework for the administration of internet domain names under the “.hk” and “.香港” country-code top level domains, and providing “.hk” and “.香港” domain names resolution services. The Company also promotes, for the benefit of the Hong Kong community, a better understanding and use of the internet and related technology. The Company is a non-profit making organisation undertaking the above activities in the context of a Memorandum of Understanding with the Government of Hong Kong Special Administrative Region dated 17 March 2010.

The principal activity and other particulars of a subsidiary are set out in note 8 to the financial statements.

董事局全人謹此提呈截至2022年12月31日止年度的年報及經審核財務報表。

### 主要營業地點

香港互聯網註冊管理有限公司（「本公司」）在香港註冊成立，並以香港為註冊地，註冊辦事處及主要營業地點均設於香港數碼港道100號數碼港3座C區5樓501室。

### 主要業務

本公司及其附屬公司（「本集團」）的主要業務是管理有關香港地區頂級域名（即「.hk」）的註冊服務及相關事宜。本公司肩負眾多任務，當中包括就管理香港地區頂級域名（即「.hk」及「.香港」）而發展及維護的自律政策機制，並提供「.hk」及「.香港」域名解析服務。此外，本公司也鼓勵公眾加深認識及使用互聯網及有關科技，藉此促進香港社群的福祉。本公司為非牟利組織，並根據於2010年3月17日與香港特別行政區政府簽訂的諒解備忘錄而進行上述業務。

附屬公司的主要業務及其他詳情載列於財務報表附註8。

Business Review

業務回顧

<p>Fair review of the business of the Group and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position, including analysis using financial key performance indicators 有關本集團業務的中肯審視、本集團年內表現探討及分析以及有關其業績及財務狀況的重大因素，包括運用核心財務表現指標進行的分析</p>	<ul style="list-style-type: none"> <li>• Chairman's Statement 主席報告 2</li> <li>• CEO's Statement 行政總裁報告 5</li> <li>• HK Registration and Registrar Accreditation 香港註冊及註冊認證 27</li> <li>• Highlights of the Year 年度匯聚 33</li> </ul>
<p>Description of the principal risks and uncertainties facing the Group 本集團所面臨主要風險及不確定因素的描述</p>	<ul style="list-style-type: none"> <li>• CEO's Statement 行政總裁報告 5</li> <li>• Risk Management 風險管理 24</li> </ul>
<p>Particulars of important events affecting the Group that have occurred since the end of the financial year 於財政年度完結後發生而對本集團有影響的重大事件詳情</p>	<ul style="list-style-type: none"> <li>• CEO's Statement 行政總裁報告 5</li> <li>• Highlights of the Year 年度匯聚 33</li> </ul>
<p>Outlook of the Group's business 本集團的業務前景</p>	<ul style="list-style-type: none"> <li>• Chairman's Statement 主席報告 2</li> <li>• CEO's Statement 行政總裁報告 5</li> </ul>
<p>Details regarding the Group's performance; and compliance with the relevant laws and regulations that have a significant impact on the Group 有關本集團表現及遵守對本集團有重大影響的相關法律法規詳情</p>	<ul style="list-style-type: none"> <li>• Highlights of the Year 年度匯聚 33</li> <li>• Environmental Protection and Sustainability 環境保護及可持續發展 42</li> </ul>
<p>An account of the Group's relationship with its key stakeholders 敘述本集團與其主要持份者的關係</p>	<ul style="list-style-type: none"> <li>• Chairman's Statement 主席報告 2</li> <li>• CEO's Statement 行政總裁報告 5</li> <li>• HK Registration and Registrar Accreditation 香港註冊及註冊認證 27</li> <li>• Highlights of the Year 年度匯聚 33</li> </ul>

## Financial statements

The profit of the Group for the year ended 31 December 2022 and the state of the Group's and the Company's affairs as at that date are set out in the financial statements on pages 53 to 87.

Under the provisions of the Company's Memorandum of Association, accumulated funds of the Company are not available for distribution to members and are to be used solely for promotion of the objects of the Company.

In relation to the increase in the bank balance in financial year 2022 compared with financial year 2021, the directors are obliged to draw readers' attention to the fact that part of the bank balance is actually deferred registration income which can only be realised in the future according to a clearly defined time schedule (see note 12 to the financial statements). Also, such increase does not indicate a trend for the coming years. The Management and Board of the Group and the Company will continue to manage the Group's and the Company's finances with due regard to its public mission, planned institutional changes and stakeholder expectations. These include, for example, the financial implications arising from the Registry/Registrar model and the need for investments in the Group's and the Company's technology and support infrastructure in order to provide business-friendly, secure and robust domain name registration services.

## Charitable donations

Charitable donations made by the Group during the year amounted to HK\$Nil (2021: HK\$Nil).

## Directors

The directors during the financial year were:

Mr Simon CHAN Sai Ming, BBS, JP (Chairman)  
Mr Gabriel PANG Tsz Kit (Deputy Chairman)  
Mr Leonard CHAN Tik Yuen (Deputy Chairman)  
Mr Raymond CHENG Siu Hong (Deputy Chairman)  
Dr Wendy LEE Woon Ming  
Mr Sean LEE Fan Fung  
Dr Winnie, TANG Shuk Ming, MH, JP  
Mr Charles LEE Chung Tak  
(appointed on 13 May 2022)  
Mr Ben LI Ming Pan  
(retired on 13 May 2022)

## 財務報表

本集團截至2022年12月31日止年度的溢利及本集團與本公司於該日的財政狀況載列於第53至87頁的財務報表內。

根據本公司的組織細則大綱，本公司的累積資金只可用於實踐本公司的宗旨而不可分派給成員。

就2022年財政年度的銀行結餘是較2021年財政年度增加，董事須敦請讀者留意，部分銀行結餘其實是遞延註冊收入，其只可根據已清楚界定的未來時間內實現（見財務報表附註12）。此外，有關增幅亦並不代表未來年度的趨勢。本集團及本公司的管理層及董事局將繼續管理本集團及本公司財政狀況及履行對公眾的使命，組織變革的計劃及持份者的期望等。當中包括，如「註冊管理機構－註冊服務機構」的模式而帶來財務的影響，及以提供以客為尊、有效可靠及穩健的域名註冊服務而在技術及基建網絡所需的投資。

## 慈善捐款

本集團於年內慈善捐款額為港幣零元（2021年：港幣零元）。

## 董事局

財政年度內的在任董事為：

陳細明先生, BBS, JP (主席)  
彭子傑先生 (副主席)  
陳迪源先生 (副主席)  
鄭小康先生 (副主席)  
李煥明博士  
李帆風先生  
鄧淑明博士, MH, JP  
李松德先生  
(於2022年5月13日委任)  
李銘斌先生  
(於2022年5月13日退任)

In accordance with Article 37 of the Company's Articles of Association, Mr Pang Tsz Kit and Mr Chan Tik Yuen will retire at the forthcoming annual general meeting.

The directors of the Company's subsidiary, Hong Kong Domain Name Registration Company Limited, during the year and up to the date of this report are the same as the Company as set out above.

At no time during the year was the Company or its subsidiary a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debenture of the Company or any other body corporate.

### **Indemnity of directors**

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout this year.

### **Directors' interests in transactions, arrangements or contracts**

No transaction, arrangement or contract of significance to which the Company or its subsidiary was a party and in which a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

### **Auditors**

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

**Chan Sai Ming**  
*Chairman*

3 April 2023

根據本公司的組織章程細則第37條，彭子傑先生及陳迪源先生將於即將召開的週年大會上依章告退。

本公司附屬公司，即香港域名註冊有限公司，在本年度期間及直至本報告日期，董事組成與本公司相同（如上所述）。

於本年度內任何時間，本公司或本公司的附屬公司均無參與任何安排，致使本公司董事可以透過購入本公司或任何其他法團的股份或債權證而獲益。

### **董事之彌償**

本公司董事的利益的准許彌償條款（定義見香港公司條例第469條）現時已生效，並於本年度全期生效。

### **董事之交易、安排或合約權益**

於本年度末或本年度內任何時間，本公司董事概無在本公司或本公司的附屬公司為訂約方的任何重要交易、安排或合約中擁有重大權益。

### **核數師**

畢馬威會計師事務所任滿告退，並願膺選連任。本董事局將於即將召開的週年大會上，提呈由畢馬威會計師事務所連任本公司核數師的決議。

承董事局命

**陳細明**  
*主席*

2023年4月3日