

REPORT OF THE DIRECTORS 董事局報告書

The directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2014.

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 Units 2002-2005, 20th Floor, FWD Financial Centre, 308 Des Voeux Road Central, Sheung Wan, Hong Kong.

Principal activities

The principal activity of the Company 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 10 to the financial statements.

Financial statements

The profit of the Group for the year ended 31 December 2014 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 37 to 68.

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 apparent substantial increase in the bank balance in financial year 2014 compared with financial year 2013, the directors are obliged to draw readers’ attention to the fact that a major portion 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 15 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.

董事局全人謹將截至二零一四年十二月三十一日止年度的年報和經審核財務報表呈覽。

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，註冊辦事處和主要營業地點均設於香港上環德輔道中308號富衛金融中心20樓2002-2005室。

主要業務

本公司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，並根據於二零一零年三月十七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本財務報表的附註10。

財務報表

本集團截至二零一四年十二月三十一日止年度的溢利和本集團與本公司於該日的財政狀況載列於第37至第68頁的財務報表內。

根據本公司的章程細則，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。

就二零一四年財政年度的銀行結餘是較二零一三年財政年度明顯地大幅增加，董事須敦請讀者留意，大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15）。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公司和履行對公眾的使命，組織變革的計劃及對利益相關者的期望等。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，及以提供有效可靠、以客為尊和穩健的域名註冊服務而在技術和基建網絡所需的投資。

REPORT OF THE DIRECTORS

董事局報告書

Charitable donations

Charitable donations made by the Group during the year amounted to HK\$8,000 (2013: HK\$5,000).

Property, plant and equipment

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 9 to the financial statements.

Directors

The directors who held office during the year and up to the date of this report were:

Dr Bradbeer, Robin Sarah
Mr Yu, Joseph Shin Gay
Mr Young Wo Sang
Mr See Chi Kwok
Mr Li Ming Pan (resigned on 21 May 2014)
Prof Ng Kee Yin, Joseph (resigned on 21 May 2014)
Mr Strickland, John Estmond (resigned on 16 December 2014)
Dr Tsui Wai Ling, Carlye (resigned on 16 December 2014)
Mr Huang Erwin, Steve (appointed on 21 May 2014)
Mr Fan Kin Man (appointed on 21 May 2014)
Prof Chin Yuk Lun, Francis (appointed on 16 December 2014)
Mr Kan Kin Leung (appointed on 16 December 2014)

In accordance with Article 37 of the Company's Articles of Association, Dr Bradbeer, Robin Sarah will retire at the forthcoming annual general meeting.

Directors' interests

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

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.

Management contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed 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

Yu, Joseph Shin Gay
Chairman
Hong Kong, 24 March 2015

慈善捐款

本公司於年內的慈善捐款額為港幣8,000元（二零一三年：5,000元）。

物業、廠房及設備

本集團年內的物業、廠房及設備變動詳情載於財務報表附註9內。

董事局

年內及至本報告書日期的在任董事為：

羅彬博士
于善基先生
楊和生先生
施志國先生
李銘斌先生（於二零一四年五月二十一日離任）
吳其彥教授（於二零一四年五月二十一日離任）
施德論先生（於二零一四年十二月十六日離任）
徐尉玲博士（於二零一四年十二月十六日離任）
黃岳永先生（於二零一四年五月二十一日獲任）
范健文先生（於二零一四年五月二十一日獲任）
錢玉麟教授（於二零一四年十二月十六日獲任）
簡堅良先生（於二零一四年十二月十六日獲任）

根據本公司的公司組織章程第37條，羅彬博士將於即將召開的成員週年大會上依章告退。

董事權益

本公司或本公司的附屬公司於本年度末或本年度內任何時間，均沒有與本公司董事直接或間接擁有重大利益的機構訂立任何重要合約。

於本年度內任何時間，本公司或本公司的附屬公司均沒有參與任何安排，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。

管理合約

本年度內，本公司並無全盤業務或其中重大部分的管理及行政事宜簽訂或存有任何合約。

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年度股東大會上，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

于善基
主席
香港，二零一五年三月二十四日