

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 2015.

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 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 9 to the financial statements.

Financial statements

The profit of the Group for the year ended 31 December 2015 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 39 to 70.

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.

董事局全人欣然提呈截至二零一五年十二月三十一日止年度的年報和經審核財務報表。

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

本公司及其子公司(「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9。

財務報表

本集團截至二零一五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39至第70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。

In relation to the apparent substantial increase in the bank balance in financial year 2015 compared with financial year 2014, 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 13 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\$8,000 (2014: HK\$8,000).

Directors

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

Dr Bradbeer, Robin Sarah	(resigned on 20 May 2015)
Mr Yu, Joseph Shin Gay	(resigned on 16 December 2015)
Mr Young Wo Sang	
Mr See Chi Kwok	(resigned on 16 March 2016)
Mr Huang Erwin, Steve	
Mr Fan Kin Man	
Prof Chin Yuk Lun, Francis	
Mr Kan Kin Leung	
Ms Wong Ka Ping	(appointed on 20 May 2015)
Mr Chan Sai Ming	(appointed on 16 December 2015)
Mr Ho Wai Chung Stephen	(appointed on 16 March 2016)

In accordance with Article 37 of the Company's Articles of Association, Mr Young Wo Sang 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.

就二零一五年財政年度的銀行結餘是較二零一四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13）。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。

慈善捐款

本公司於年內慈善捐款額：8,000 港元（二零一四年：8,000 港元）。

董事局

年內及至本報告書日期的在任董事為：

羅彬博士	（於二零一五年五月二十日退任）
于善基先生	（於二零一五年十二月十六日退任）
楊和生先生	
施志國先生	（於二零一六年三月十六日退任）
黃岳永先生	
范健文先生	
錢玉麟教授	
簡堅良先生	
王嘉屏小姐	（於二零一五年五月二十日委任）
陳細明先生	（於二零一五年十二月十六日委任）
何偉中先生	（於二零一六年三月十六日委任）

根據本公司的公司組織章程第 37 條，楊和生先生將於即將召開的成員週年大會上依章告退。

本公司子公司，即香港域名註冊有限公司，在本年期間及到本份報告日期截止，董事組成與本公司相同。

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董事局報告書

Directors' interests in shares

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.

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, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

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

Chan Sai Ming

Chairman

Hong Kong, 22 March 2016

董事於股份的權益

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。

董事之交易、安排及合約權益

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。

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

陳細明

主席

香港，二零一六年三月二十二日