

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	April 26, 2022 (Tuesday) 12:00 – 13:01 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Kashif ADEEL ^{*a} Satish BABU Andi BUDIMANSYAH Arthur CHANG Edmon CHUNG Joel DISINI ^{*b} Murad IBRAGIMOV ^{*c} Ellen STRICKLAND Leonid TODOROV ^{*d} Freda CHEUNG (DotAsia Team) June LAU (DotAsia Team)</p> <p>Absents: Santanu ACHARYA</p> <p>^{*a} Left meeting during Discussion Item 5.4.5. ^{*b} Joined meeting during Discussion Item 2.1, left meeting during Discussion Item 5.4.5. ^{*c} Joined meeting after Discussion Item 1.2, left meeting during Discussion Item 4.1.1, rejoined meeting after Discussion Item 4.2. ^{*d} left meeting during Discussion Item 3.2.3.2, rejoined meeting during Discussion Item 3.2.3.3; left meeting after Discussion Item 3.2.4, rejoined meeting during Discussion Item 4.3.3; left meeting after Discussion Item 4.7.3, rejoined and left meeting during Discussion Item 5.1.1; rejoined meeting after Discussion Item 5.1.1; left meeting during Discussion Item 6.1.</p>

No.	Action Items:	Owner	Remarks
G2021.04.A01	Propose draft introduction on the purpose and objective of the amendment of DotAsia M&A to BGC for consideration.	Edmon CHUNG	In progress.
G2021.08.A03	Seek legal advice and make recommendation to the Board on taking action to remove Board members who continue to miss Board meetings over an extended period of time.	Edmon CHUNG	To be further considered in update to BGC-001 & BGC-002.
G2022.01.A01	Bring the discussion of choosing email service for Board Elections to Elections Committee for feedback, and then report back to BGC.	Board Secretariat	Completed. Refer to Discussion Item 5.2.
G2022.02.A01	Seek legal advice to clarify the definition of major majority of Board for initiating amendment of the M&A.	Edmon CHUNG	Completed.

No.	Action Items:	Owner	Remarks
G2022.03.A01	Seek further legal advice on fiduciary responsibilities and Board governance, and invite legal representative to join DotAsia meeting for clarifications.	Edmon CHUNG	Completed.
G2022.04.A02	Follow up with HSBC to try to get a response from HSBC as soon as possible.	Rebecca CHAN	In progress.
G2022.04.A03	Prepare a draft template of Board Papers and circulate to the Board for comment.	Edmon CHUNG	To be included in May 2022 BGC meeting.

Discussions:

1. Roll Call

- 1.1. Since the BGC Chair discussion was delayed due to the banking issue, Satish continued chairing the BGC meeting on Apr 26, until the issue is resolved.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of Minutes of Last BGC Meeting on Feb 23, 2022

- 2.1. Draft 1 of BGC meeting minutes 2022.02.23 and action items were discussed.
- 2.2. BGC meeting minutes 2022.02.23 approved with no objections.
- 2.3. It was suggested and agreed to share the legal opinion on the definition of major majority to the Board for reference. (G2022.04.A01)

3. Adoption of Minutes of Last BGC Meeting on Mar 16, 2022

- 3.1. Draft 1 of BGC meeting minutes 2022.03.16 and action items were discussed.
- 3.2. There was discussion on the agenda item of the Apr BGC meeting.
 - 3.2.1. It was proposed to add an agenda item of Submission of Documents before meeting (Board Paper) to AOB session. It was explained that it was included in the agenda item of Board Processes Review and Discussion.
 - 3.2.2. Question was raised on the proposed agenda items via email. It was explained that the various proposed matters are already included in the respective items in the proposed agenda.
 - 3.2.3. There was a suggestion to bring forward the agenda item of the Exercise of Voting on each and every matter.
 - 3.2.3.1. It was explained that due to the banking situation, having a vote would first require understanding how the votes were

counted, as well as if and whether any person should appropriately be considered as Observers in accordance with the BGC-004: Board Elections Procedures.

3.2.3.2. Upon receiving confirmation from HSBC, DotAsia would be clear about who should be included in the Companies Registry as official Directors and have a clearer understanding of how to record votes.

3.2.3.3. Nevertheless, it was noted that the existing practice of DotAsia Board which has been operating since the beginning of DotAsia, is to take note of whether there are any objections or abstentions, and then look at whether there is a general agreement from the Board on a particular item in order to indicate the direction of the Board.

3.2.4. It was suggested to bring forward the agenda items that require Board's immediate attention and action.

3.3. BGC meeting minutes 2022.03.16 approved with one objection from Joel.

4. Review/ Amend Agenda

4.1. Question was raised on whether there is any agenda item that is not absolutely essential.

4.1.1. It was explained that the update of BGC-001, BGC-002 and DotAsia AA would resolve a lot of the issues and contention that DotAsia is currently concerned about, which is considered to be a high priority issue.

4.1.2. It was also explained that there is a big interest on the Board Paper Process under the agenda item of Board Process Review and Discussion.

4.1.3. It was noted that since BGC is awaiting the confirmation from HSBC and Satish is willing to continue to chair the BGC meeting at this point, the re-election of BGC Chair is not anticipated to take place at the moment. Whereas, the agenda item of BGC-001, BGC-002 & DotAsia AA Updates is interrelated to the banking issue, which might be difficult to be resolved at the moment as well.

4.2. Based on these considerations, it was suggested to strike out the agenda item of BGC Chair Discussion, and defer the agenda item of BGC-001, BGC-002 & DotAsia AA Updates and move to the AOB discussions first.

4.3. Question was raised on the relationship between the banking issue and the election of Board leadership positions.

4.3.1. It was explained that the banking situation of DotAsia and the lawsuits against DotAsia present challenges in terms of selecting Board leadership, as presented in the full Board meeting and discussed in the BFC meeting as well. Therefore, if DotAsia is selecting a Chair or Committee Chair, it would be good if the Board leadership is not implicated by the banking situation or the lawsuits.

4.3.2. In the BFC situation, since Santanu was not able to continue to be BFC Chair, acceptance was sought from BFC to consider people who are

not implicated by the banking situation, and BFC proceeded with the selection on that basis.

- 4.3.3. Since the BGC shares a similar situation regarding the banking situation and lawsuits, but Satish is able to continue to chair the BGC, it would consider to be in the best interest of the Organisation to avoid those issues in the Board leadership for the time being. Once a confirmation is received from HSBC, further considerations and adjustments can be discussed.
- 4.4. It was commented that electing a Chair would demonstrate that the company is interested in good governance and oversight.
- 4.5. It was remarked that there are indications that a positive confirmation from HSBC should be forthcoming. It was further commented and there was general support that since the Board Members feel confident on receiving a positive confirmation from HSBC shortly, DotAsia should wait for the written confirmation before proceeding to the next step of adding Board Members to the Companies Registry, which is for the best interest of the Organisation and to avoid any risk from getting a problematic response.
- 4.6. It was discussed and agreed to follow up with HSBC to try to get a response from HSBC as soon as possible. (G2022.04.A02)
- 4.7. Concern was raised on the unsatisfaction of legal counsel by the Board. It was suggested to discuss the selection of legal counsel, with a similar procedure of selecting the financial auditor with several options, in order to overcome the issue and move forward from the situation.
 - 4.7.1. It was commented that due to the continuing litigations, which is halfway through and even close to resolution, changing a legal representative would be disruptive and expensive.
 - 4.7.2. It was clarified that 3 options of candidate firms were presented to the Board prior to the litigation response, and the Board reviewed and decided to go with the current legal counsel.
 - 4.7.3. For the legal specialist on banking issues, 3 candidates were presented to the Board as well, including a candidate that Joel suggested, and Dr. Anthony Neoh was chosen based on his seniority in the legal and banking background. It was noted that Anthony is a QC and a very senior lawyer, and served as advisor to major banks and regulatory commissions.
- 4.8. It was highlighted that once a positive unconditional confirmation was received from HSBC, the Board could move forward to register all Board Members as a Director in the Companies Registry, and elections for Board leadership positions could be conducted.

5. Board Processes Review and Discussion

- 5.1. Board Administrative Process
 - 5.1.1. Based on the suggestions received, adjustments to meeting arrangement procedures were implemented.
 - 5.1.2. It was suggested, given the responses so far, that no further actions are sought immediately, and that the BGC could observe the progress to see if further adjustments may be useful.

- 5.2. Board Elections Procedure (BEP)
 - 5.2.1. Feedback received from Elections Committee regarding the BEP 2022 were presented to BGC for discussion.
 - 5.2.2. There was consideration of choosing email service provider for Elections correspondence.
 - 5.2.2.1. Election Compliance Administrator and Elections Committee were using email service providers of Gmail and Outlook (not @dot.asia emails) for correspondence with Members and voting representatives. However, there was a challenge that some of the voters were not able to receive emails because they did not whitelist the Election email and some of them fell into spam based on certain organizational or personal filters.
 - 5.2.2.2. It was suggested that the Board should consider the actual concern of using an @dot.asia account. It was further explained that if the Board decided to use @dot.asia emails for Elections, only the technical server administrators from DotAsia would have access to it, and as the regular protocol, no monitoring is applied, and the technical team would only go into it when there is a technical issue.
 - 5.2.2.3. It was also suggested that a commercial paid email provider can be considered instead of a free email service provider (e.g., Gmail or Outlook).
 - 5.2.3. There was consideration of handling candidacy withdrawal during the Election Process.
 - 5.2.3.1. It was noted that 2 candidates requested for withdrawal during Board Elections 2022. One of the candidates submitted the withdrawal request during the nomination process, which did not affect voting. Whereas, the other candidate submitted the withdrawal request after the voting had started, and votes had been casted. The Elections Committee decided to void all the votes that had already been casted to that point and restart voting based on a reduced slate of candidates.
 - 5.2.3.2. Although this did not impact the election since there was still enough time before the end of the voting period, concern was raised that if the candidate submits the withdrawal towards the end of the voting period, there may not be enough buffer time for instituting a revote.
 - 5.2.3.3. It was suggested to consider a different vote-counting method in order to address the issue. It was suggested to consider the Single Transferable Vote (STV) counting method by ranking the candidates to fill up the vacancies. As such, if and when a candidate withdraws, the ranked voting will still be effectively counted without the need for revote. It was highlighted that voting representatives will need to be informed if the counting method is changed since the voting method needs to be changed as well.
 - 5.2.3.4. Comment was further received from the third-party scrutineer for Board Elections 2020 & 2021 that the STV method would be challenging for them and they may not be able to continue

their service if DotAsia decided to use the STV method for the following Elections.

- 5.2.3.5. As another alternative, it was also suggested to reduce the voting period from 2 weeks to a much shorter period (e.g., 36 hours period), in order to reduce the chance that candidates withdraw within the voting period.
- 5.2.3.6. It was also suggested to include a by-election process in BGC-004: Board Elections Procedures so that unaffected candidates can continue to be seated in situations of withdrawal or death etc.
- 5.2.4. Elections Committee expressed that they would be willing to join the discussion at the BGC if further clarifications are required.
- 5.2.5. Question was raised about what elections the Elections Committee was providing suggestions and feedback on.
 - 5.2.5.1. It was clarified that the Board Elections refers to the Elections of Board Directors of DotAsia by the voting representatives of DotAsia Members.
 - 5.2.5.2. It was also clarified that the Elections Committee is formed by independent individuals to oversee the Elections, where several observations were found and suggestion were made based on the Board Elections 2022.
- 5.2.6. Since the BGC and the Board are in the middle of sorting out several urgent and important issues, it was suggested and agreed to have a meeting with the Elections Committee in Jul or Aug to further review and discuss the improvement of the BEP, which is the usual time to start reviewing the BEP.
- 5.2.7. It was commented that the feedback from Elections Committee is appreciated and is an important part of DotAsia in terms of governance to make sure the Board Elections are working well.
- 5.3. Voting for Board Leadership Positions was again raised.
 - 5.3.1. It was highlighted that BGC discussed the issue and noted that the Board is awaiting confirmation from HSBC to move forward to the next step.
 - 5.3.2. It was suggested to postpone the Apr full Board Meeting until the confirmation from HSBC is received.
- 5.4. Board Papers
 - 5.4.1. In response to the suggestion on producing formal Board Papers, a brief proposed format and process was presented.
 - 5.4.1.1. It was proposed that formal Board Papers be produced for matters that will involve a formal Board Resolution, and that a first version of Board Papers be produced after an initial discussion, and therefore likely be available for the second discussion of an item.

5.4.1.2. It was suggested to consider whether the Board Papers will be published in the future, perhaps along with the adopted minutes.

5.4.1.3. It was proposed to include the background of the topic, an executive summary of the issue to be discussed, options and considerations where applicable, and Board actions and potential next steps in the Board Papers.

5.4.2. It was commented that having Board Papers for issues that required deliberation and consideration would be useful to have a clear picture for discussion, whereas verbal report or presentation slides would be sufficient for small items and updates.

5.4.3. It was also suggested to add the status of the topic to the Board Paper for easy reference, whether it is for information, for discussion or for decision.

5.4.4. Draft template of Board Paper to be prepared and circulated to the Board for comment. (G2022.04.A03)

5.4.5. It was noted that the Board and Committees would require time to review the materials before meeting. It is planned to propose meeting agenda about a week before the meeting and then circulate materials and Board Papers shortly afterwards in a day or two. In case materials were not available and only circulated less than 48 hours before the meeting, such matters would be generally understood to be deferred for further discussion at the next meeting.

6. Meeting Schedule

6.1. Question was raised on whether there will be a F2F Board Meeting in Singapore in Sep 2022. It was confirmed that the APriGF 2022 will be held in Singapore in Sep 2022, and it is planned to schedule a F2F Board Meeting before the APriGF.

6.2. As discussed and agreed in Discussed Item 5.3.2, scheduled Apr Board Meeting on Apr 30, 2022 will be postponed.

7. Proxy Processes (Board and Members Meetings)

7.1. Discussion deferred to next meeting.

8. BGC-001, BGC-002 & DotAsia Articles of Association Amendments Update

8.1. Discussion deferred to next meeting.

9. Organizational Policies, Development and Effectiveness

9.1. Discussion deferred to next meeting.

10. Code of Conduct and Principles

10.1. Discussion deferred to next meeting.