

DotAsia Board Meeting Minutes

Date(s) & Time:	August 2, 2023 (Wed) 2:00 PM – 3:38 PM (HK Time)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees	<p>Satish BABU Jordan CARTER Nicole CHAN Edmon CHUNG Joel DISINI^{*b} Maureen HILYARD Akinori MAEMURA Alireza SALEH^{*a*b}</p> <p>Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p> <p>^{*a} Joined during the discussion item: 2.1 ^{*b} Left during the discussion item: 9.3</p>

No.	Action Items:	Owner	Remarks
2022.09.A02	Provide auditor's amounts on due to/from subsidiaries.	Rebecca	Completed.
2023.04.A08	Completion of process with HSBC to update bank signatories.	Rebecca CHAN	Completed.
2023.07.A01	Recommend to Namesphere board adoption of release of settlement funds.	Board Chair	Completed.
2023.07.A03	Recommend to Namesphere board to proceed with .WEBinChinese negotiations.	Board Chair	Completed.
2023.07.A04	Schedule meeting with auditors.	BoardSec	Completed.

No.	Resolutions / Decisions:
2023.08.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> Approval of Special Board Meeting minutes of June 22, 2023. Approval of Board Meeting minutes of July 13, 2023. <p>Approved.</p>
2023.08.002	DotAsia Audited Financials for Financial Year Ending Sep 2021

No.	Resolutions / Decisions:
	<ul style="list-style-type: none">The Board approves the audit report for DotAsia prepared by Mazars CPA Ltd. for the fiscal year ending Sep 30, 2021, and appoints Akinori MAEMURA and Edmon CHUNG to sign the report and accompanying documents. <p>Motioned by Akinori MAEUMURA, seconded by Satish BABU, and, Resolved with one against from Joel DISINI.</p>
2023.08.003	<p>WHEREAS service providers, including auditors, may correspond with the DotAsia Board, Board Directors and other individuals as they see fit,</p> <p>WHEREAS DotAsia Board Directors have their responsibilities to exercise independent judgement, care and diligence in understanding the business of the organization and in carrying out their duties as a director in good faith for proper purposes beneficial to the organization;</p> <p>RESOLVED THAT,</p> <ol style="list-style-type: none">Service providers should correspond through DotAsia staff team for official information and documents from and to the company as the official channel of communication;Should the DotAsia (or Namesphere) Board wish to correspond with or request any information about the ongoing work or audit, the communication would come from the DotAsia staff team, the Board Chair and/or the BFC Chair after due consideration within the Board and/or BFC;Individual Directors wishing to ask questions of a service provider may do so through the Board, which may be passed on to the provider as per 2. above, or by the Board organizing a meeting of Board Directors with the service provider to discuss the matter;Service providers should notify the DotAsia (and Namesphere) Board, through the DotAsia staff team, BoardExco on behalf of the Board, or the Board, if and when requests and demands outside of the official channel is received whether from an individual Board Director or not; and, should seek the confirmation from DotAsia staff team, the DotAsia BoardExco on behalf of the Board, or the Board before the release of any DotAsia information or documents in response to such requests. <p>Motioned by Jordan CARTER, seconded by Maureen HILYARD, and Resolved with one against from Joel DISINI.</p>

Discussions:

1. Roll Call

- Jordan CARTER chaired the Board Meeting on August 02, 2023, as Board Chair.
- Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Consideration of Board Meeting Minutes (June 22, 2023 and July 13, 2023)

- 2.1. The latest versions (DRAFT1) of the June 22, 2023 and (Draft 1) of the July 13, 2023 Board meeting minutes were presented.
- 2.2. Both Board minutes were approved. (2023.08.001)

3. DotAsia Audited Financials for Financial Year Ending Sep 2021

- 3.1. It was noted that the audited consolidated financial report of DotAsia for the fiscal year ended in Sep 2021 as prepared by Mazars in accordance with the auditing standards of Hong Kong was circulated and detailed discussions had at previous BFC and Board meetings.
- 3.2. It was also mentioned that the staff team will coordinate for the meeting with the auditors to be scheduled after August 14, when the auditors return from vacation. (2023.07.A04)
- 3.3. The following draft resolution for Board consideration was circulated and presented:
 - The Board approves the audit report for DotAsia prepared by Mazars CPA Ltd. for the fiscal year ending Sep 30, 2021, and appoints Akinori MAEMURA and Edmon CHUNG to sign the report and accompanying documents.
- 3.4. A question was raised on whether the approval of the financials should be postponed until after meeting with the auditors. It was noted that questions regarding the report had been responded to and that the approval of the report is not dependent on the meeting.
- 3.5. The resolution to adopt the audit report for financial year ending Sep 2021 was motioned by Akinori MAEUMURA, seconded by Satish BABU, and resolved with one against from Joel DISINI. (2023.08.002)

4. Instructions to financial service providers

- 4.1. Following from the discussion at the last BFC meeting, it was noted that the proposed instructions on official communication channels with our financial service providers (including KSHK, Mazars and Fusion), had been shared with the respective providers for their comments and feedback.

- 4.2. The following draft resolution for the matter was circulated and presented:

WHEREAS service providers, including auditors, may correspond with the DotAsia Board, Board Directors and other individuals as they see fit,

WHEREAS DotAsia Board Directors have their responsibilities to exercise independent judgement, care and diligence in understanding the business of the organization and in carrying out their duties as a director in good faith for proper purposes beneficial to the organization;

RESOLVED THAT,

1. Service providers should correspond through DotAsia staff team for official information and documents from and to the company as the official channel of communication;
 2. Should the DotAsia (or Namesphere) Board wish to correspond with or request any information about the ongoing work or audit, the communication would come from the DotAsia staff team, the Board Chair and/or the BFC Chair after due consideration within the Board and/or BFC;
 3. Individual Directors wishing to ask questions of a service provider may do so through the Board, which may be passed on to the provider as per 2. above, or by the Board organizing a meeting of Board Directors with the service provider to discuss the matter;
 4. Service providers should notify the DotAsia (and Namesphere) Board, through the DotAsia staff team, BoardExco on behalf of the Board, or the Board, if and when requests and demands outside of the official channel is received whether from an individual Board Director or not; and, should seek the confirmation from DotAsia staff team, the DotAsia BoardExco on behalf of the Board, or the Board before the release of any DotAsia information or documents in response to such requests.
- 4.3. The resolution on instructions to financial service providers was motioned by Jordan CARTER, seconded by Maureen HILYARD, and resolved with one against from Joel DISINI. (2023.08.003)

5. Amendments to DotAsia Articles of Association

- 5.1. Updates on the ongoing discussions regarding proposed amendments to the DotAsia Articles of Association, in particular each of the five areas of consideration, were reported.
- 5.2. A rough timeline for the process to move through member adoption and implementation was presented. It was highlighted that a draft should be circulated to DotAsia Members and the AC for comments and feedback, before a finalized version proposed for an Extraordinary General Meeting (EGM) approval by Members.
- 5.3. It was noted that the proposed changes should be discussed and finalized at the F2F meeting in Sep. It was also noted that findings from the Election Committee review may provide further guidance for updates to the Board Elections Procedures.
- 5.4. It was highlighted that the proposed timeline provides for an amended Articles of Association and improvements to the Board Elections process to be in place before the start of the next round of elections at the end of the year.

6. Strategic Directive and Preparations for F2F Meeting in Sep 2023

- 6.1. It was reported that the DotAsia Team has been focusing on incorporating the strategic directive as put forward at the AGM 2023 into a more comprehensive strategic plan as discussed at the last Board meeting. It was further noted that further

discussions will be had at the BCC meeting, and that the DotAsia Core Values and Core Competence (BCC-001) will be used as a framework.

- 6.2. A comment was raised on the lack of clear discussion at the Board for a strategic plan for the organization. It was discussed that at the F2F meeting in Sep, it will be important for the Board to discuss and clarify the aims and strategic direction of the organization, building on existing values, vision and mission. The strategic plan developed should be presented and explained in more details to Members at the next AGM.

7. Update on Elections Committee Report

It was noted that the Board Continues to await the further report from the Elections Committee.

8. Operation and Financial Updates

- 8.1. Edmon provided an update on the .Asia Registry market development and social media activities as well as community engagement activities.
- 8.2. It was also reported that APIGA 2023 was successfully completed and that further expansion is being planned for the upcoming year in partnership with ICANN and KISA.
- 8.3. A question was raised about the effectiveness of market promotions since last year. It was explained that at the time the Board emphasized on the increase in number of units and domains under management (DUM), therefore and a more aggressive price promotion was implemented.

9. AOB

- 9.1. It was noted the proposed Monthly Board Meeting Dates are to be shifted as follows given the intervening APriGF and ICANN meetings respectively:
 - Aug 30 → Sep 6, 2023
 - F2F meeting: Sep 17 and 18, 2023
 - Oct 25 → Nov 1, 2023
- 9.2. Edmon provided updates to recent changes in travel plans.
- 9.3. Legal Updates: It was reported that as per the DotAsia Board resolution (2023.07.003), the legal counsels are preparing to liaise with the legal counsels of the litigant against DotAsia in order to move forward towards mediation to resolve the disputes.

10. Namesphere Board meeting

- 10.1. Upon the adjournment of the DotAsia Board meeting, a Namesphere Board meeting was duly convened with the attendance of the DotAsia Board and all Namesphere stakeholders.
- 10.2. The following resolutions were taken by the Namesphere Board:

10.2.1. Release of Trust Funds for settlement of .BOX Lawsuit:

The resolution as drafted by legal counsels (BLG): “Namesphere Holdings Ltd. – Trust Release Authorization Resolution”, is adopted.

Resolved.

10.2.2. Offer from Identity Digital for .WEBinChinese (.网站) shares:

Proceed with negotiating final purchase agreement with Identity Digital.

Resolved.