

DotAsia Board Finance Committee (BFC) Meeting Minutes

Date(s) & Time:	March 21, 2022 (Monday) 14:03 – 15:06 HKT
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardfinance
Attendees:	<p>Santanu ACHARYA Kashif ADEEL Satish BABU * Arthur CHANG Edmon CHUNG Joel DISINI Murad IBRAGIMOV Leonid TODOROV Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) Mable LAM (Fusion Team) **</p> <p>Apologies: Andi BUDIMANSYAH</p> <p>* Left meeting during Discussion Item 4.9. ** Joined meeting from Discussion Item 4.1.</p>

No.	Action Items:	Owner	Remarks
F2021.01.A04	Search other bank options for opening new Namesphere bank account.	Rebecca CHAN	In progress.
F2021.08.A01	Propose procedures of conducting random verification on the Reports provided by Aflias.	Rebecca CHAN	Discussion deferred to Apr BFC meeting.
F2021.08.A02	Conduct a comparison of the existing registry agreement with Aflias with other potential providers.	Edmon CHUNG	Discussion deferred to Apr BFC meeting.
F2021.11.A01	Continue the discussion of sharing the bank statement to the Board along with monthly financial reports at Dec BFC meeting.	Edmon CHUNG	In progress.
F2022.02.A01	Ask Fusion to add a column of year-to-date with year-over-year comparison in the Monthly Financial Report.	Rebecca CHAN	Completed. Refer to Discussion Item 4.1.
F2022.02.A04	Prepare draft framework of Board Member Reimbursements and Remunerations for further discussion.	Edmon CHUNG	In progress. Discussion deferred to Apr BFC meeting.

No.	Action Items:	Owner	Remarks
F2022.03.A01	Organize a special meeting with legal representatives for questions and clarifications on the Board matters.	Edmon CHUNG	In progress.
F2022.03.A02	Prepare and present materials on the banking situation.	Rebecca CHAN	Completed. To be further presented at Board and BFC meetings.

Discussions:

1. Roll Call

- 1.1. Based on the discussion of Committee Chairs at the Board Meeting immediately following the AGM on Feb 27, 2022, there were no objections for Committee Chairs to continue. Mr. Santanu ACHARYA chaired the BFC meeting as BFC Chair on Mar 21, 2022.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. BFC Chair Discussion

- 2.1. It was noted that there were suggestions at the Board Meeting immediately following the AGM for the Board Committee Chairs to continue and for confirmation at respective Committee Meetings. If a new BFC Chair is recommended from the BFC, confirmation can take place at the upcoming Board Meeting. If the BFC Chair continues, no further confirmation would be required.
- 2.2. Santanu reported that due to his other professional responsibilities, he would like to step down from the BFC Chair position, and asked for nomination or self-nomination to volunteer to be the BFC Chair.
- 2.3. BFC expressed appreciation to Santanu for his enormous contributions as the BFC Chair, leading the improvements in DotAsia's financial operations.
- 2.4. Nomination of Joel DISINI was received from Leonid TODOROV, seconded by Murad IBRAGIMOV.
 - 2.4.1. Consideration was raised that there are certain financial materials that would need to be privileged, especially due to the litigation that Joel/ DotPH has brought against DotAsia.
 - 2.4.2. It was highlighted that nominee should have a reasonable knowledge of DotAsia's work, and should not have such direct conflict of interest.
 - 2.4.3. Strong opposition was received due to the litigations that Joel/ DotPH brought against DotAsia, track record of misbehavior and misinformation campaigns against DotAsia, meeting attendance and performance at Board and Committee Meetings.

- 2.4.4. Comment was raised that the conflict of interest should be determined by the Board rather than at this particular meeting.
- 2.4.5. There was suggestion on seeking legal advice on the definition of conflict of interest for being Committee Chair.
 - 2.4.5.1. It was clarified that DotAsia's legal counsel represents DotAsia Organisation instead of the CEO, and the Board has generally found the advice to be sound and useful.
 - 2.4.5.2. It was agreed to organize a special meeting with legal representatives for questions and clarifications on the Board matters. (F2022.03.A01)
- 2.4.6. Comment was also raised that statements and assumptions should remain objective, and decorum should be maintained within DotAsia's code of conduct policy.
- 2.5. It was highlighted that despite consistent attempts to disseminate false information to the community by opponents of DotAsia, there were no objections received at the AGM 2022 regarding the operation style of DotAsia. On the contrary, at least one person mentioned the value of DotAsia's works.
- 2.6. Question was raised on the interim BFC Chair until the matter is resolved.
 - 2.6.1. It was suggested that Santanu could extend his chairmanship for now until the matter is resolved. In case Santanu is not able to continue his chairmanship, the Board would need to make a decision on the approach of the matter.
 - 2.6.2. Since the matter is fairly straightforward, it is anticipated that it should be resolved shortly during the meeting with legal representative.
- 2.7. There was suggestion to either seek legal advice from an independent lawyer who is not related to Joel or to Edmon, or have lawyers of both sides to meet with the Board.
 - 2.7.1. It was again clarified that DotAsia's legal counsel represents DotAsia Organisation instead of the CEO.
 - 2.7.2. Concern was raised on the significant time required to go through the voluminous context and background for a new lawyer, and that DotAsia's existing legal counsel understood the background and details of the litigations and DotAsia's operations well already.
 - 2.7.3. It was reported that based on the experience from other organizations that also experienced different turbulences at their Board, suggestions were received on additional legal representation that has some experience with dealing with these types of conflict of interest.
 - 2.7.4. Based on the raised concern and received suggestions, it was suggested to have DotAsia's current legal counsel continue to represent DotAsia in litigation brought against DotAsia. Meanwhile, having additional legal representation or legal support for certain board matters by another set of lawyers that come with some reputational reference. The additional legal support could be explored to address the legal concern raised here as well as at the BGC regarding collective responsibility and fiduciary responsibilities.
 - 2.7.5. It was suggested and agreed to move to the remaining agenda.

3. Adoption of Minutes of Last BFC Meeting on Feb 24, 2022

- 3.1. Draft 1 of BFC meeting minutes 2022.02.24 and action items were discussed.
- 3.2. There was suggestion to select a new chair of the meeting and continue the discussion of BFC Chair. It was highlighted that the matter was discussed and agreed that Santanu would extend his chairmanship as BFC Chair until a new BFC Chair is seated. It was also discussed and agreed to seek legal support on the conflict of interest before making decision on the BFC Chair.
- 3.3. Nomination of Leonid TODOROV was received from Arthur CHANG, seconded by Joel DISINI.
 - 3.3.1. It was noted that there may be certain implications on the appointment to Board leadership positions and related to whether it is needed and how to include Observers, and that the matter has intricate relationship with the legal situation still being discussed at the BGC.
 - 3.3.2. Nomination was accepted by Leonid. However, it was suggested to let Santanu continue with the agreed process.
 - 3.3.3. It was commented that DotAsia has been discussing the issue of appointing Board Member from sanctioned countries to certain positions for almost a year, where extensive legal opinion was also received. Given the current situation, Leonid from Russia is also one of the members who is from sanctioned countries, and his position should be subjected to the consideration of the legal advice.
 - 3.3.4. It was also highlighted that implications on the business continuity of DotAsia would be one of the discussion items at the meeting with legal representative, and any appointment of Board Member from sanctioned countries should be based on sound legal advice.
 - 3.3.5. It was highlighted that it was discussed and agreed to have Santanu continue his chairmanship until a new BFC Chair is elected, until then it is not necessary to select another Chair of the meeting.
 - 3.3.6. It was also suggested to clarify with legal representative on whether sanctioned countries are based on the citizenship or the current presence of the countries.
- 3.4. Question was raised on the information of DotAsia's account with CITIC bank. It was explained that Rebecca had previously presented the matter in detail to the Board, and it is best that she provide such materials and present again to the BFC and the Board where appropriate in view of new Board Members joining. (F2022.03.A02)
- 3.5. BFC meeting minutes 2022.02.24 approved with no objections.

4. Monthly Financial Reporting

- 4.1. Financial report of period from Oct 2021 to Dec 2021 was presented by Fusion team to BFC.
 - 4.1.1. Question was raised on the decreased volume of this year. It was explained that the presented financials show 3 months figures only which

does not represent the entire year, and it depends highly on the schedules of promotions and so on.

- 4.2. It was commented that BFC requires more time to go through the presentation materials, and it was suggested to defer consideration of all the matters for this particular meeting due to lack of knowledge and understanding for the matters.
- 4.3. It was clarified that Fusion is the financial service provider for DotAsia, whereas Mazars CPA is the financial auditor for DotAsia. Based on the information from Mazars, financial audit for the period of Oct 2020 – Sep 2021 is likely to be started in May 2022.
- 4.4. It was suggested that supporting documents should be provided to the Board and Committees 7 days prior to the meeting.
- 4.5. Question was raised on the reason for the year end Sep 2021 financials not being audited yet. It was explained that the audit progress was delayed due to the appointment of the auditor not being resolved at the AGM 2021, and they were only later appointed in Jun 2021 instead. Since the reappointment of Mazars as auditor for DotAsia was resolved at AGM 2022, it is targeted to catch up on the audit process.
- 4.6. It was clarified that Mazars CPA is the financial auditor for DotAsia Organisation, whereas Abacus CPA is the financial auditor for DotAsia Foundation. It was explained that DotAsia is using 2 different auditor firms mainly due to cost consideration, where Mazars is a more expensive auditor that is used for the main Organisation and consolidated financials, and a smaller auditor of Abacus is used for smaller companies.
- 4.7. Comment was raised on the late submission of background and supporting documents for meetings.
 - 4.7.1. It was further commented that different organizations have their own corporate culture and norms, and such cultures should not be directly imposed onto DotAsia unnecessarily. The additional outsourcing of financial services to Fusion demonstrates one of the good innovation and governance changes made at DotAsia that may not be applicable to other organizations.
 - 4.7.2. However, it was agreed that Board Members should be given enough time to review materials before discussion and making decision at the meetings.
- 4.8. Concern was raised on the audit report that has been adopted in previous meeting.
- 4.9. The usual practice of document adoption process for most of the reports or documents (e.g., audit reports, financial reports, budget and etc.) was clarified to BFC. Agenda items would be brought up and documents or materials would be walked through during an initial meeting, and through multiple meetings where necessary. Discussions would take place and questions asked and responded to. Upon acceptance of the BFC, the report is presented to the Board for further consideration before adoption.
- 4.10. It was commented that agenda items with proper background and supporting documents should be prepared so that decisions can be made in short order instead of having multiple meetings for discussion.
- 4.11. It was proposed to quickly go through the SCP application from .TH, and then continue the discussion of acceptance via mailing list. Comment was raised that

certain things in the application from .TH would require justifications and supporting documentation, for example, cost allocations.

- 4.12. It was explained that the scheduling of meeting should take into consideration the schedule required for circulating supporting materials. The team will take the timing into consideration for future scheduling.

5. SCP Application from .TH

- 5.1. Discussion deferred to next BFC meeting.

6. Budget 2022-2024

- 6.1. Discussion deferred to next BFC meeting.

7. Board Member Reimbursements and Remunerations

- 7.1. Discussion deferred to next BFC meeting.

8. AOB

- 8.1. Discussion deferred to next BFC meeting.