

DotAsia Board Meeting Minutes

Date(s) & Time:	Aug 27, 2020 (Thursday) 14:05 – 15:41 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Nicole CHAN * Billy CHEON * Edmon CHUNG Lianna GALSTYAN Maureen HILYARD LIM Choon Sai Tommy MATSUMOTO Alireza SALEH ** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: THAM Yiu Kwok</p> <p>* Joined meeting during Discussion Item 4.1. ** Joined meeting during Discussion Item 5.2.1.</p>

No.	Action Items:	Owner	Remarks
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	To be followed up when meetings resume after COVID-19 situation.
2020.04.A01	Prepare bank documents and execute on adding new signatories and removing signatories who are no longer Directors of DotAsia.	Rebecca CHAN	Activity suspended as per legal advice received until further need arises.
2020.05.A02	Send the adopted RFQ to potential service providers for quotation.	DotAsia Team	Completed.
2020.06.A04	Understand why DotAsia Organisation is reported as a gaining registrar in the .Asia monthly registry scorecard.	Edmon CHUNG	Completed. It was explained that those registrations were created before Sunrise.
2020.06.A05	Proceed with taking actions to protect DotAsia's interests.	Edmon CHUNG	Completed. Refer to Discussion Item 6.2.

No.	Action Items:	Owner	Remarks
2020.06.A06	Obtain legal advice on next step of "Invitation to the Board of Namesphere Limited to allot share".	Edmon CHUNG	Advice received to take further corporate actions at Namesphere and DotAsia. Namesphere Board Meeting was held on Aug 13.
2020.06.A07	Obtain legal advice on modifying decision making process between Directors of Namesphere.	Edmon CHUNG	Awaiting advice based on responses to corporate actions. Namesphere Board Meeting was held on Aug 13.
2020.07.A02	Continue to obtain legal advice as agreements with ASWPC are drafted.	Edmon CHUNG	Ongoing.
2020.07.A05	Bring discussion of Nov F2F Board Meeting to BGC for further consideration.	Edmon CHUNG	Refer to Discussion Item 13.2. Discussions deferred to next meeting.

No.	Resolutions / Decisions:
2020.08.001	<p>Board Meeting Minutes (Jul 30, 2020)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Jul 30, 2020. <p>Approved unanimously.</p>
2020.08.002	<p>RESOLVED THAT, the Board accepts and appreciates the legal advice received from our legal counsel John Brewer, "Note of Advice - Investments in Namesphere Limited," and asks the CEO to follow up with the matter in accordance with the advice received.</p> <p>Resolved unanimously.</p>
2020.08.003	<p>RESOLVED THAT, DotAsia Organisation Limited appoints all DotAsia Organisation Limited's Board Directors as listed in the Companies Registry, as Board Directors of DotAsia Foundation Limited.</p> <p>Resolved unanimously.</p>
2020.08.004	<p>The Board approves the audit reports for the year ended 30 September 2019 for the following companies:</p> <p>DotAsia Organisation Limited DotAsia Foundation Limited Namesphere Limited</p>

No.	Resolutions / Decisions:
	Namesphere Holdings Limited Global Website Asia Limited Global Website TLD Asia Limited DotBox Limited DotKids Applicant Limited (formerly DotKids Foundation Limited) Resolved.

Correspondence Items:	Receipt Date	Response Actions
Letter from Mildred R. Ramos (RT&Co.).	Oct 24, 2019	Received. Awaiting legal advice for whether further actions are required.
Letter from ASWPC received on Mar 23, 2020 (erroneously dated Oct 28, 2019). Further response received on May 12, 2020.	Mar 23, 2020 (May 12, 2020)	Response issued from Dundons Solicitors on Mar 27, 2020 and on June 10, 2020, response from ASWPC received verbally, awaiting further legal advice to proceed.
Letter from So Lung regarding setup of NSPH Ltd. and DotSpa Ltd.	Aug 25, 2020	Pending legal advice for further actions.

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting as Board Chair on Aug 27, 2020.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Review / Amend Agenda

- 2.1. It was suggested and agreed for the legal matters and updates in the agenda to be discussed first before returning to the scheduled agenda.
- 2.2. Concern was raised on Board Member raising objections to Board decisions made at previous Board Meetings and not joining Board meetings.
 - 2.2.1. It was commented that Board Meetings were held with proper quorum and the Board has gone through proper decision making procedures with discussion and resolution, therefore, the Board decisions should be considered effective.
 - 2.2.2. It was mentioned that minority statements in the minutes can be recorded in the future Board meeting minutes.
 - 2.2.3. It was discussed and agreed that upon the Board having reviewed and adopted a specific version of the meeting minutes, it is not necessary to revise the approved minutes.

- 2.3. It was clarified that even in Dr. Tham's absence, his suggestions and concerns were attended to in multiple discussions at different Board and Board Committee meetings, and that they have been addressed and incorporated into the Board governance and policy documents (e.g. RFQ in BFC, policy development in BGC).

3. Updates of SOI (Statement of Interest)

- 3.1. No further updates since last Board Meeting.

4. Approval of Board Meeting Minutes (Jul 30, 2020)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. The Jul 30, 2020 Board Meeting minutes were approved unanimously. (2020.08.001)

5. Correspondences Update

- 5.1. Summary of correspondences, in particular related correspondence from legal counsel, was prepared, summarized and sent to the Board for reference.
- 5.2. .SPA Correspondence: New correspondence received from So Lung on Aug 25, 2020 regarding setup of NSPH Ltd. and DotSpa Ltd. Questions were raised and DotAsia is awaiting legal advice for providing further response.

6. Legal & Namesphere Updates

- 6.1. Legal updates were presented and briefed to the Board.
- 6.2. Cayman Island case
 - 6.2.1. It was reported that the Cayman entity for .BOX was setup with a casting vote in favor of our partner without DotAsia's knowledge. And utilizing that casting vote, our partner has tried to dilute our shareholding and now have passed a resolution to sell .BOX to themselves at a largely undervalued price.
 - 6.2.2. Based on the received legal advice, a winding up petition has been filed on Aug 26, 2020 seeking relief and to protect DotAsia's interest (via Namesphere).
- 6.3. Ontario Lawsuit: Progress on the discovery phase of the case was explained and questions regarding the challenges were raised and explained.
- 6.4. The Note of Advice on Allotment of shares was presented and briefed to the Board. It was explained that legal advice received suggests to proceed with the allotment of shares as soon as possible.
 - 6.4.1. The legal advice explained the rationale for the specific allotment of shares.
 - 6.4.2. The legal advice also explained why Dr. Tham's suggestion of transfer of the shares is not appropriate.

- 6.4.3. It was suggested and agreed to acknowledge the receipt of the legal advice and to urge Dr. Tham to proceed with completing the process. (2020.08.002)

7. DotAsia Foundation General Members Meeting

- 7.1. A meeting of the members of DotAsia Foundation (DotAsia Organisation being the sole member of DotAsia Foundation) was duly convened.
- 7.2. Appointment of Board of Directors
- 7.2.1. As discussed in previous DotAsia Board and Board Committee Meetings, it was proposed to add back all listed Board Members of DotAsia as Board of Directors for DotAsia Foundation in order to synchronize two organizations. It was explained that originally, all DotAsia Board members were also listed as DotAsia Foundation Board members, but this was adjusted in 2015 in consideration of banking processes. However, the condition no longer applies and therefore the reversal is now proposed.
- 7.2.2. It was explained that Alireza is not listed as a director at the Company Registry, and was proposed that the same practice be maintained for DotAsia Foundation.
- 7.2.3. Question was raised on whether this should be considered a one-time change for current Board Members only or an on-going change as the DotAsia Board composition changes in the future. It was suggested that the resolution be on-going and that the Board Members of DotAsia Foundation be synchronized with DotAsia Organisation.
- 7.2.4. Question was raised on whether the DotAsia Organisation Board has the authority to make such changes to the DotAsia Foundation Board. It was explained that while DotAsia Organisation and DotAsia Foundation are legally separate entities, DotAsia Organisation is the sole member of DotAsia Foundation, and this portion of the meeting, being called as a DotAsia Foundation Members' meeting, provides the DotAsia Organisation Board the authority to act on behalf of DotAsia as the sole member of DotAsia Foundation to appoint the DotAsia Foundation Board.
- 7.3. It was agreed that this resolution be recorded in the DotAsia Board meeting minutes. (2020.08.003)

8. Approval of Audit Reports

- 8.1. Updated draft of the set of audit reports for DotAsia Organisation, DotAsia Foundation, Namesphere and related companies as well as DotKids Foundation (now called DotKids Applicant) were presented and revised sections, containing minor adjustments, were highlighted to the Board.
- 8.2. It was highlighted that the list of Directors for DotAsia Foundation has been updated in anticipation of the action taken in Item 7 above.
- 8.3. It was reported that a typo mentioned by Dr. Tham has been corrected in the draft audit reports as mentioned in 8.1 above. It was also explained that the disclosure of lawsuits has been included in the consolidated audit report for DotAsia, which includes Namesphere as a subsidiary within the group, and that the particular travel expenses raised do not pertain the financial year for which the presented set

of audit reports are for. Further responses to Dr. Tham will be prepared with input from legal advice and auditors.

- 8.4. The set of audit reports were approved and the resolution to be included in the Board minutes. (2020.08.004)

9. DotAsia Board Elections Procedures 2021

- 9.1. Board Elections timeline as adjusted based on the discussion in BGC was presented and briefed to the Board.
- 9.2. It was explained that Maureen will chair the Advisory Council (AC) meeting scheduled for 04:00 UTC on Aug 28, 2020 as the DotAsia Board Chair and Satish will also help to give introduction to AC members as the BCC Chair. All Board Members are invited to join the AC meeting.

10. Board Committees Updates

- 10.1. Updates deferred to next Board Meeting.

11. Registry Operations Updates

- 11.1. .Asia Registry Operations (Monthly Scorecard)
- 11.1.1. Updates deferred to next Board Meeting.
- 11.2. .Asia Market & Community Development Updates
- 11.2.1. It is planned to withdraw the BUD programs 2020 application and re-apply in 2021 after the COVID-19. The new application will follow the adopted BGC-003, details will be updated when available.

12. Financial Updates

- 12.1. Financial update was sent to the Board via email, updates deferred to next Board Meeting.

13. Next Board Meeting Schedule

- 13.1. Upcoming Regular Board Meeting at UTC 06:00 (HKT 14:00)
- 13.1.1. Sep 17 (APNIC Dhaka: Sep 3 – 10, APriGF Sep 27 – 30)
- 13.1.2. Oct 29 (ICANN Hamburg: Oct 17 – 22)
- 13.2. It was proposed to consider arranging 3 meetings of 1.5 to 2 hours each over 3 consecutive days for the Nov 2020 Board Meeting, in place of a F2F meeting which does not seem probable given the ongoing COVID situation. A rough proposal was provided as follows:
- Day 1, Nov 24 (Tue): Administrative Meeting
 - Day 2, Nov 25 (Wed): Market Development Focused
 - Day 3, Nov 26 (Thu): Community Development Focused (Joint meeting with AC)