



The Fire Horse Convergence: How CBL, TMDE, and iO3 May Be Aligning for a Controlled Merger

This article was developed using ARIP — the AI-Augmented Research & Insight Platform. ARIP is built to generate structured business intelligence in environments where certainty is strained and disclosures are incomplete. Rather than waiting for confirmation, it maps evidence like governance changes, capital movements, and valuation convergence, etc. into a disciplined hypothesis framework. The goal is prediction through prescient analysis. This article represents ARIP operating as designed: structured, dialectic, and evidentiary reasoning amidst uncertainty.

I. Introduction: From Bilateral Speculation to Triangular Structure

For the first time in sixty years, the Year of the Fire Horse has arrived. In Chinese tradition, the Horse is associated with direct motion — decisive, forward, unambiguous. Fire intensifies



whatever it touches: speed, visibility, transformation. Together, the Fire Horse represents momentum advancing without hesitation. Whether one places weight on symbolism or not, the Lunar New Year typically marks a practical reset across Asia-Pacific markets. Capital budgets reopen. Strategic initiatives resume. Boards reconvene. Deals paused during the holiday cycle move forward.

Over the past several months, three publicly listed companies — **CBL International** (NASDAQ: BANL), **TMD Energy** (AMEX: BANL), and **IOTthree** (NASDAQ: IOTR) have quietly aligned governance structures, board composition, and valuations in ways that, viewed in isolation, appear incremental. Viewed together, they suggest something far more deliberate.

The earlier installments of this [SWICH research series](#) began with a narrower question: was something structurally developing between CBL and iO3? The articles presented evidence to suggest a merger, perhaps preceded by a Joint Venture, was being engineered. CBL has been busy publicly emphasizing its new digital infrastructure, fuel transition capabilities, sustainable finance frameworks, and community leadership. iO3's ERP stack, including the enhanced "FRIDAY" system with its newly-approved [cybersecurity functionality](#), appears increasingly central to operational integration and KPI traceability for maritime players like CBL.

In our most recent [article](#), our analysis expanded from a potential bilateral alignment to a three-entity structure by introducing TMDE as an inaugural customer for the CBL-iO3 digital platform. TMDE brought physical fleet assets. It also brought something equally important: balance sheet strain. Declining revenue, high interest burden, and the need for fleet modernization created the precise financial tension that transformative mechanisms are designed to address. Now, amidst other rapidly advancing developments that we will cover in this article, our hypothesis has shifted from, "Are two companies combining?" to a more complex question of, "is a 3-way entity being engineered involving CBL, iO3, and TMDE?"

If 2025 was a year of positioning, 2026 may be the year of execution. The question is no longer whether unusual activity has occurred among these three firms. The question is whether that activity represents coincidence, or engineering. The Fire Horse moves forward. The capital structures of these three companies may be preparing to do the same.

II. Liquidity, Ownership Convergence, and the Geometry of Control

Since the start of 2026, all three securities — CBL, TMDE, and iO3 — have experienced extraordinary turnover events relative to their effective public float. Insider ownership across CBL and TMDE exceeds 80%, leaving a thin tradable base. Yet millions of shares have changed hands across off-exchange venues and electronic market makers in compressed windows. High turnover alone does not imply coordination. But sustained float rotation without sustained price collapse suggests inventory repositioning rather than panic liquidation.



TMDE				BANL				IOTR			
Date	Off Exchange1	On Exchange	TOTALS	Date	Off Exchange1	On Exchange	TOTALS	Date	Off Exchange1	On Exchange	TOTALS
2026-02-20	444,719	263,105	707,824	2026-02-20	412,987	366,160	779,147	2026-02-20	33,323	26,698	60,021
2026-02-19	2,267,110	1,152,063	3,419,173	2026-02-19	1,419,240	3,006,795	4,426,035	2026-02-19	58,539	15,486	74,025
2026-02-18	1,742,259	4,270,774	6,013,033	2026-02-18	71,124	33,237	104,361	2026-02-18	26,866	11,249	38,115
2026-02-17	66,296	24,228	90,524	2026-02-17	93,866	31,736	125,602	2026-02-17	18,552	17,802	36,354
2026-02-13	27,068	11,769	38,837	2026-02-13	38,213	10,943	49,156	2026-02-13	173,829	72,292	246,121
2026-02-12	29,772	22,885	52,657	2026-02-12	47,817	30,112	77,929	2026-02-12	37,007	23,955	60,962
2026-02-11	811,917	482,104	1,294,021	2026-02-11	67,958	38,459	106,417	2026-02-11	106,286	37,541	143,827
2026-02-10	14,402	7,848	22,250	2026-02-10	346,365	197,370	543,735	2026-02-10	40,671	19,042	59,713
2026-02-09	19,303	15,246	34,549	2026-02-09	248,861	433,716	682,577	2026-02-09	57,711	15,634	73,345
2026-02-06	24,696	122,121	146,817	2026-02-06	34,119	14,170	48,289	2026-02-06	65,921	29,442	95,363
2026-02-05	24,832	37,447	62,279	2026-02-05	79,087	62,981	142,068	2026-02-05	20,528	23,640	44,168
2026-02-04	37,343	43,297	80,640	2026-02-04	80,920	19,677	100,597	2026-02-04	18,799	18,124	36,923
2026-02-03	24,254	30,907	55,161	2026-02-03	114,684	84,500	199,184	2026-02-03	50,628	45,817	96,445
2026-02-02	42,121	14,725	56,846	2026-02-02	55,351	6,970	62,321	2026-02-02	105,547	92,186	197,733
2026-01-30	38,198	15,981	54,179	2026-01-30	51,429	6,799	58,228	2026-01-30	175,477	162,351	337,828
2026-01-29	76,625	78,467	155,092	2026-01-29	47,442	16,921	64,363	2026-01-29	487,463	826,112	1,313,575
2026-01-28	34,143	33,730	67,873	2026-01-28	7,904	14,890	22,794	2026-01-28	236,888	281,386	518,274
2026-01-27	22,742	18,837	41,579	2026-01-27	3,067	2,528	5,595	2026-01-27	404,089	942,983	1,347,072
2026-01-26	51,571	13,475	65,046	2026-01-26	24,095	13,611	37,706	2026-01-26	157,527	161,033	319,030
2026-01-23	73,792	31,073	104,865	2026-01-23	27,294	11,760	39,054	2026-01-23	361,359	637,854	999,213
2026-01-22	46,458	22,644	69,102	2026-01-22	54,811	12,865	67,676	2026-01-22	18,010,700	35,542,454	53,553,254
2026-01-21	45,693	35,573	81,266	2026-01-21	14,401	7,333	21,734	2026-01-21	188,746	301,124	489,870
2026-01-20	56,166	144,082	200,248	2026-01-20	27,733	6,919	34,652	2026-01-20	39,864	47,289	87,153
2026-01-16	52,207	42,898	95,105	2026-01-16	11,684	5,717	17,401	2026-01-16	74,924	55,488	130,412
2026-01-15	83,090	127,871	210,961	2026-01-15	29,142	7,516	36,658	2026-01-15	209,792	457,037	666,829

More interesting than volume, however, is valuation. In the past three months, TMDE and CBL have traded within strikingly consistent valuation bands relative to one another despite wildly different fundamentals. That suggests a shared valuation reference framework. Markets normally punish distressed debt-heavy names. Not so for TMDE, relative to CBL. That is very unusual.

For iO3 and CBL, their valuations have hovered close to a 1:1 ratio over the last few months. If you factor in the January private placement of roughly 2.2M shares priced at \$0.87 (interestingly, the share price of TMDE near that event date) and \$2M cash raised, iO3 converges to a near perfect market cap alignment with CBL. Low debt and cash play an oversized role in their EV.

a) Valuation: BANL-IOTR	Current Share Prices			10-DAY VWAP Share Prices			15-DAY VWAP Share Prices			30-DAY VWAP Share Prices			90-DAY VWAP Share Prices		
	BANL	IOTR	Ratio (BANL/IOTR)	BANL	IOTR	Ratio (BANL/IOTR)	BANL	IOTR	Ratio (BANL/IOTR)	BANL	IOTR	Ratio (BANL/IOTR)	BANL	IOTR	Ratio (BANL/IOTR)
Latest Close	\$0.405	\$2.48	16%	\$0.38	\$2.84	13%	\$0.38	\$3.89	10%	\$0.38	\$4.68	8%	\$0.50	\$4.55	11%
Outstanding Shares (O/S)	27,500,000	2,500,000	1100%	27,500,000	2,500,000	1100%	27,500,000	2,500,000	1100%	27,500,000	2,500,000	1100%	27,500,000	2,500,000	1100%
Market Cap	\$11,137,500	\$6,200,000	180%	\$10,450,000	\$7,100,000	147%	\$10,450,000	\$9,725,000	107%	\$10,450,000	\$11,700,000	89%	\$13,750,000	\$11,375,000	121%
Cash & Equivalents	\$3,890,000	\$840,000.00	463%	\$3,890,000	\$840,000.00	463%	\$3,890,000	\$840,000.00	463%	\$3,890,000	\$840,000.00	463%	\$3,890,000	\$840,000.00	463%
Total Debt	\$0	\$80,000.00	0%	\$0	\$80,000.00	0%	\$0	\$80,000.00	0%	\$0	\$80,000.00	0%	\$0	\$80,000.00	0%
Enterprise Value (EV)	\$7,247,500	\$5,440,000	133%	\$6,560,000	\$6,340,000	103%	\$6,560,000	\$8,965,000	73%	\$6,560,000	\$10,940,000	60%	\$9,860,000	\$10,615,000	93%

b) Valuation: BANL-TMDE	Current Share Prices			10-DAY VWAP Share Prices			15-DAY VWAP Share Prices			30-DAY VWAP Share Prices			90-DAY VWAP Share Prices		
	BANL	TMDE	Ratio (BANL/TMDE)	BANL	TMDE	Ratio (BANL/TMDE)	BANL	TMDE	Ratio (BANL/TMDE)	BANL	TMDE	Ratio (BANL/TMDE)	BANL	TMDE	Ratio (BANL/TMDE)
Latest Close	\$0.405	\$0.805	50%	\$0.380	\$0.752	51%	\$0.380	\$0.747	51%	\$0.380	\$0.749	51%	\$0.50	\$0.96	52%
Outstanding Shares (O/S)	27,500,000	23,565,000	117%	27,500,000	23,565,000	117%	27,500,000	23,565,000	117%	27,500,000	23,565,000	117%	27,500,000	23,565,000	117%
Market Cap	\$11,137,500	\$18,974,538	59%	\$10,450,000	\$17,716,167	59%	\$10,450,000	\$17,609,699	59%	\$10,450,000	\$17,645,472	59%	\$13,750,000	\$22,532,853	61%
Cash & Equivalents	\$3,890,000	\$7,060,000	55%	\$3,890,000	\$7,060,000	55%	\$3,890,000	\$7,060,000	55%	\$3,890,000	\$7,060,000	55%	\$3,890,000	\$7,060,000	55%
Total Debt	\$0	\$92,740,000	0%	\$0	\$92,740,000	0%	\$0	\$92,740,000	0%	\$0	\$92,740,000	0%	\$0	\$92,740,000	0%
Enterprise Value (EV)	\$7,247,500	\$104,654,538	7%	\$6,560,000	\$103,396,167	6%	\$6,560,000	\$103,280,699	6%	\$6,560,000	\$103,325,472	6%	\$9,860,000	\$108,212,853	9%

c) Valuation: BANL-IOTR	Current Share Prices			10-DAY VWAP Share Prices			15-DAY VWAP Share Prices			30-DAY VWAP Share Prices			90-DAY VWAP Share Prices		
	BANL	IOTR	Ratio (BANL/IOTR)	BANL	IOTR	Ratio (BANL/IOTR)	BANL	IOTR	Ratio (BANL/IOTR)	BANL	IOTR	Ratio (BANL/IOTR)	BANL	IOTR	Ratio (BANL/IOTR)
Latest Close	\$0.405	\$2.48	16%	\$0.38	\$2.84	13%	\$0.38	\$3.89	10%	\$0.38	\$4.68	8%	\$0.50	\$4.55	11%
Outstanding Shares (O/S)	27,500,000	4,789,202	574%	27,500,000	4,789,202	574%	27,500,000	4,789,202	574%	27,500,000	4,789,202	574%	27,500,000	4,789,202	574%
Market Cap	\$11,137,500	\$11,877,220	94%	\$10,450,000	\$13,601,333	77%	\$10,450,000	\$18,629,994	56%	\$10,450,000	\$22,413,464	47%	\$13,750,000	\$21,790,867	63%
Cash & Equivalents	\$3,890,000	\$2,840,000	137%	\$3,890,000	\$2,840,000	137%	\$3,890,000	\$2,840,000	137%	\$3,890,000	\$2,840,000	137%	\$3,890,000	\$2,840,000	137%
Total Debt	\$0	\$80,000.00	0%	\$0	\$80,000.00	0%	\$0	\$80,000.00	0%	\$0	\$80,000.00	0%	\$0	\$80,000.00	0%
Enterprise Value (EV)	\$7,247,500	\$9,117,220	79%	\$6,560,000	\$10,841,333	61%	\$6,560,000	\$15,869,994	41%	\$6,560,000	\$19,653,464	33%	\$9,860,000	\$19,030,867	52%



That convergence is not cosmetic. It simplifies exchange ratios. If three entities are to combine, relative valuation alignment prior to announcement reduces friction, shareholder resistance, and negotiation complexity. Exchange ratios derived from comparable capitalizations are easier to justify than those requiring abrupt repricing.

Although the appearance of common institutional intermediaries — including UBS, Citadel, and XTX — across filings in multiple securities does not imply strategic orchestration (these are liquidity providers and quantitative participants common in thinly traded microcaps), their cross-appearance reinforces a practical reality: the same few market makers are handling all three securities simultaneously.

BANL					IOTR			
File Date	Source	Investor	Shares	Δ Shares (%)	File Date	Source	Investor	Shares
2026-02-17	13F	XTX Topco Ltd	10,067	-39.89	2026-01-29	13F	UBS Group AG	16,552
2026-02-17	13F	Citadel Advisors Llc	45,279	34.42				16,552
2026-02-09	13F	Geode Capital Management, Llc	13,001	0				
2026-01-29	13F	UBS Group AG	138	245				
2026-02-17	13F	Corsair Capital Management, L.p.	0	-100				
2025-11-14	13F	Scientech Research LLC	0	-100				
2025-11-14	13F	Hrt Financial Lp	0	-100				
2025-11-14	13F	Two Sigma Securities, Llc	0	-100				
2025-11-14	13F	Jane Street Group, Llc	0	-100				
2025-11-06	13F	Ground Swell Capital, LLC	0	-100				
2025-08-13	13F	Renaissance Technologies Llc	0	-100				
2025-08-12	13F	Proequities, Inc.	0					
			68,485					

TMDE			
File Date	Source	Investor	Shares
2026-02-17	13F	Citadel Advisors Llc	69,216
2026-02-17	13F	XTX Topco Ltd	19,738
2026-01-29	13F	UBS Group AG	794
2026-02-17	13F	Jones Financial Companies Ulp	0
2026-02-12	13F	Renaissance Technologies Llc	0
2025-11-14	13F	Jane Street Group, Llc	0
2025-11-14	13F	Hrt Financial Lp	0
2025-11-14	13F	Morgan Stanley	0
2025-11-14	13F	Two Sigma Securities, Llc	0
			89,748

The Eddid Connection

Just last week, TMDE announced the [resignation of an independent director](#) and appointed a capital-markets veteran — formerly Head of Global Capital Markets at Eddid Securities — as both independent director and chair of its governance committee. Control of the nominating and governance committee, audit oversight, and compensation policy become decisive in any post-merger environment. This connection is not a coincidence; it’s a network convergence.

Eddid underwrote the iO3 IPO, so has been involved here since at least 2023. Eddid was also one of the analysts on CBL’s H1-2025 webinar. One of the eight analysts who has still not provided any public feedback on the company.

Board rotations do not occur in isolation from strategic direction. Installing a corporate finance specialist with underwriting lineage connected to prior IPO activity suggests preparedness for transaction oversight rather than routine board refreshment. If a strategic transaction is contemplated, you want a clean, experienced capital markets governance chair. Replacing a director with trading infractions history for a licensed ECM veteran right before potential restructuring? That’s not retail randomness. That’s capital markets adjacency and coherent sequencing. It forms a connective bridge between CBL ↔ iO3 ↔ TMDE via a capital markets intermediary.

Governance Engineering: Control Before Consolidation



In November 2025, CBL shareholders ratified a 10:1 super-voting Class A structure. On its face, such measures are not unusual for founder-led or emerging growth companies with a live \$50M ATM shelf. However, timing is everything. The CBL Emergency General Meeting (EGM) in November was almost identical in structure to the EGM iO3 had executed in October, both featuring a step-change in authorized share capital and an identical share reconfiguration, a structure “built for alignment”. For iO3, the EGM was followed soon after by a 10:1 reverse split, ostensibly to regain Nasdaq compliance, but amidst the other factors we will present, the split may likely have been part of equity ownership positioning for a merger.

If CBL were to remain a standalone bunkering facilitator, their newly enhanced voting control would be protective but unnecessary. If, however, equity consolidation were contemplated — particularly one involving a counterparty with significant economic ownership — the logic becomes clearer. Without super-voting rights, effective control could tilt toward a major holder (like Straits Energy Resources Berhad) by virtue of economic mass. With 10:1 Class A voting, CBL retains governance control even if economic ownership is more distributed. Straits, a major owner in both CBL and TMDE, voted against the EGM proposals.

The potential ownership structure under a modeled 1:1 equity exchange reinforces symmetry:

Equity Ownership (3-Way Combined Entity)	Shares	%
Insider (TMDE)	15,336,523	28%
Straits Energy Resources Berhad ⁽¹⁾	15,336,523	28%
Insider (CBL)	13,175,000	24%
CBL (Asia) Limited (Insiders)	13,175,000	23.7%
Teck Lim Chia (Chair/CEO)	6,785,125	12%
Xiaoling Lu (Director)	5,862,875	11%
Yuan He (SVP)	527,000	1%
Insider (former iO3)	1,831,674	3%
iO3 Strategic Investments Limited	1,428,240	2.6%
Eng Chye Koh (Chair/CEO)	433,573	0.8%
Joanna Hui Cheng Soh (CCO)	170,029	0.3%
Wei Meng See (CTO)	85,014	0.2%
Zhenhua Yin (Team Mgr.)	85,014	0.2%
Loo Koon Goh (GC)	76,513	0.1%
All Wealthy International Limited	403,434	0.7%
Eng Chye Koh (Chair/CEO)	403,434	1%
Institutional (TMDE)	4,663,477	8%
Dato' Mohd Suhaimi Bin Hashim	1,737,467	3%
Mr. Yong Sing Goo	1,737,467	3%
Platinum Gate Capital Pte. Ltd. ⁽²⁾	1,188,543	2%
Institutional (CBL)	9,179,572	17%
Straits Energy Resources Berhad	7,644,588	13.8%
Asian Strategy Ltd. (Qu Zhiqiang)	1,534,984	2.8%
Institutional (iO3)	434,040	1%
Ace Smart Global Limited (Tsang Nga Kwok)	94,760	0.2%
One Investment and Consultancy Ltd. (Thomas Der Sian Ng)	109,760	0.2%
Sakal Capital Pte. Ltd. (J Superfoods Inc./Shen Chieh Ong)	109,760	0.2%
Shao Qi Limited (Qiu Zhiqiang)	119,760	0.2%
Other Institutions (SEC Filings)	174,785	0.3%
Public (E) - TMDE	3,100,000	6%
Public (E) - CBL	5,076,943	9.2%
Public (E) - IOTR	208,084	0.4%
New IOTR Private Placement (10-JAN-26)	2,298,852	4%
Total O/S	55,478,950	100%

- Straits/TMDE insiders would hold approximately 41% combined economic interest.
- CBL insiders would hold roughly 24%, or 28% if they are the as-yet unnamed private investors in IOTR; but hold 10:1 voting power.
- Former iO3 insiders occupy a relatively small ownership position, but a 10:1 influential voting power.

Politically, the 10:1 Class A voting structure preserves operational control at CBL while increasing iO3's influence. This is not random geometry. It is balanced architecture.

When governance is aligned, financing tools are in place, and relative valuations converge within narrow bands, liquidity rotation often precedes structural events. The geometry now visible across CBL, TMDE, and iO3 suggests more than incidental overlap. It hints at preparation for combination under terms that preserve economic balance while centralizing operational authority.



These are not operational tweaks. They are prerequisites for consolidation. Control has been engineered. Financing pathways have been articulated. Valuations have converged. The remaining question is whether these elements remain parallel — or collapse into a single entity.

III. A Hybrid Platform: What the Combined Entity Becomes



If prior sections described alignment, this section addresses outcome. What emerges from a consolidation of CBL, TMDE, and iO3 is not simply a larger bunker facilitator. It is a hybrid energy logistics and technology powerhouse combining physical scale, fuel transition access, and digital infrastructure under unified governance. Each firm contributes a distinct layer:

CBL International

- Established marine fuel logistics network across 65 major ports
- Growing alternative fuel portfolio (biofuels, LNG, methanol)
- ESG certifications (ISCC EU, ISCC Plus, EcoVadis)
- Demonstrated LNG facilitation in collaboration with CNOOC
- Relationships with top-tier liner operators

TMDE

- Physical fleet exposure and recurring revenue base



- Direct asset participation in fuel consumption
- Immediate use case for efficiency gains and digital integration
- A balance sheet that incentivizes refinancing innovation

iO3

- The enhanced “JARVISS-FRIDAY” ERP stack
- Digital compliance, KPI tracking, and emissions traceability
- Operational integration capability across fleet and fuel logistics
- Data infrastructure required for sustainability-linked financing credibility

Our flagship solution — JARVISS



Based on CBL's social media posts, we can reasonably infer that new modules may include some combination of:

- **hedging workflow automation** (fuel price risk, FX, carbon credit exposure)
- **scenario-based vessel routing tied to cost/price volatility**
- **dynamic exposure matching** between bunker supply, forward contracts, and digital procurement
- **risk-scored fuel scheduling**, based on volatility, supplier reliability, and emissions targets
- **algorithmic cash-flow projection** tied to voyage plans, invoices, and spot/forward fuel markets
- **compliance-linked risk scoring** for financing, insurance, and green-credit eligibility

F.R.I.D.A.Y PMS is a cloud-driven, next-generation solution designed to transform how maritime companies digitize maintenance workflows, reduce operational friction, and enhance fleet-wide efficiency. Unlike traditional maintenance systems, it provides shipowners with a lightweight, scalable, and flexible platform that helps track and manage the vessel's maintenance requirements, seamlessly working alongside the existing vessel infrastructure.

Additionally, it features a carbon reporting module that enables shipowners to monitor and manage emissions data, supporting compliance with evolving environmental regulations and sustainability goals.

JARVISS PaaS

- V.IOT
- V.SECURE
- V.PAY
- V.SION
- V.SIGHT

Data Transportation (Coming Soon)

Ship IaaS

Data Lake (Coming Soon)

F.R.I.D.A.Y

Security Ops Center (Coming Soon)

PMS (Planned Maintenance System)

Ensures the vessel's equipment is well-maintained, track maintenance activities, and improve equipment reliability and availability with history recording and cost tracking.

Inventory

Manages and tracks all aspects of inventory and stock control with real-time visibility of inventory levels, suppliers, and purchase orders.

Safety

Maritime Electronic Resource Planning (ERP) system to streamline and optimise the operational processes of maritime organisations, providing real-time visibility into critical data.

Purchase

Covers functionalities related to creating purchase requisitions, managing purchase orders, supplier management, tracking deliveries, and invoice reconciliation.

E-Doc (Electronic Document)

Manages and stores electronic documents and records of the vessel, streamlining document workflows, enhances document accessibility and security, and reduces reliance on paper-based processes.

Crewing

Efficient crew management, compliance with labour regulations, and support for crew development and training initiatives.

Automation & Efficiency

Scalability & Flexibility

Security & Compliance

Supply Chain & Logistics Management

Financial Management

Maintenance & Asset Management

Crewing & Human Resources

Individually, each entity currently operates at subscale. Combined, they form a vertically integrated structure:

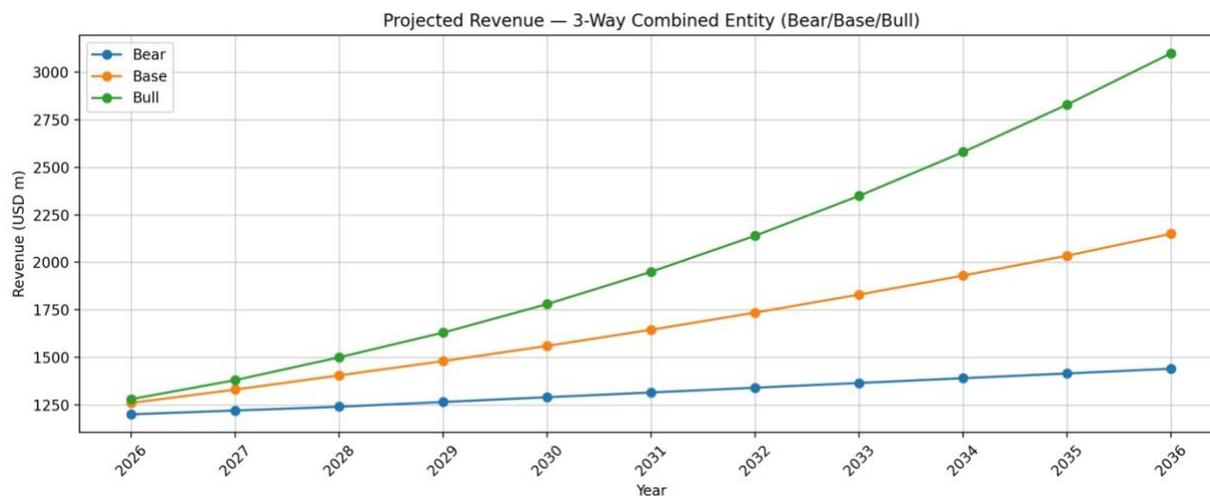
- Fuel sourcing and logistics
- Vessel-level fuel consumption
- Digital monitoring and optimization
- KPI reporting
- ESG-linked financing
- Margin expansion

This creates feedback loops. Digital traceability lowers financing costs. Lower financing costs enable fleet modernization. Modernized fleets increase alternative fuel adoption. Alternative fuel adoption improves ESG scoring. Improved ESG metrics further reduce capital costs. In isolation, these improvements are incremental. In combination, they compound.



IV. The Combined Financial Projections are the Real Lever

Our Hybrid Valuation Model reflects this compounding potential. Even under conservative base-case assumptions — moderate revenue growth, disciplined margin expansion, limited multiple expansion — the combined entity transitions from microcap obscurity to a billion-dollar revenue platform with expanding free cash flow.



The Model features a 10-year projection based on the following core assumptions extrapolated from the most recent financial updates:

- Year 0 Revenue: ~\$1.18B combined
- Net Margin: ~0.4–0.5%
- FCF: ~\$12M–\$15M
- Debt: ~\$92M (TMDE heavy)
- Shares O/S: ~55.7M
- Float tightly held
- Weighted tax: 20%
- No dilution assumed beyond modeled structure

a) BASE CASE (Disciplined Integration + Moderate ESG Refi)

Base Case Scenario	2026 (E)	2027 (E)	2028 (E)	2029 (E)	2030 (E)	2031 (E)	2032 (E)	2033 (E)	2034 (E)	2035 (E)	2036 (E)
Revenue (USD m)	\$ 1,260.0	\$ 1,330.0	\$ 1,405.0	\$ 1,480.0	\$ 1,560.0	\$ 1,645.0	\$ 1,735.0	\$ 1,830.0	\$ 1,930.0	\$ 2,035.0	\$ 2,150.0
Net Income (USD m)	\$ 14.0	\$ 22.0	\$ 32.0	\$ 44.0	\$ 58.0	\$ 74.0	\$ 92.0	\$ 112.0	\$ 134.0	\$ 158.0	\$ 185.0
Cash from Ops (USD m)	\$ 30.0	\$ 42.0	\$ 58.0	\$ 75.0	\$ 95.0	\$ 118.0	\$ 144.0	\$ 173.0	\$ 205.0	\$ 240.0	\$ 278.0
Free Cash Flow (USD m)	\$ 18.0	\$ 28.0	\$ 40.0	\$ 55.0	\$ 72.0	\$ 92.0	\$ 115.0	\$ 142.0	\$ 173.0	\$ 208.0	\$ 248.0
EPS (\$)	\$0.25	\$0.40	\$0.57	\$0.79	\$1.04	\$1.33	\$1.65	\$2.01	\$2.41	\$2.84	\$3.32
Book Value (USD m)	\$150.00	\$172.00	\$204.00	\$248.00	\$306.00	\$380.00	\$472.00	\$584.00	\$718.00	\$876.00	\$1,061.00
BV / share (\$)	\$2.69	\$3.09	\$3.66	\$4.45	\$5.49	\$6.82	\$8.48	\$10.49	\$12.90	\$15.73	\$19.04
FCF / share (\$)	\$0.32	\$0.50	\$0.72	\$0.99	\$1.29	\$1.65	\$2.06	\$2.55	\$3.11	\$3.73	\$4.45
P / S (x)	\$0.40	\$0.45	\$0.50	\$0.55	\$0.60	\$0.65	\$0.70	\$0.75	\$0.80	\$0.85	\$0.90
P / B (x)	\$1.10	\$1.20	\$1.30	\$1.40	\$1.50	\$1.60	\$1.70	\$1.80	\$1.90	\$2.00	\$2.10
P / FCF (x)	\$11.00	\$12.00	\$13.00	\$14.00	\$15.00	\$16.00	\$17.00	\$18.00	\$19.00	\$20.00	\$21.00
Implied Share Price (\$)	\$5.50	\$9.00	\$13.00	\$18.00	\$24.00	\$30.00	\$37.00	\$45.00	\$54.00	\$64.00	\$76.00



Assumptions

- Revenue CAGR: 4.5% (organic + LNG growth + limited fleet refresh)
- Net margin expands from 0.5% → 3.5% by Year 10
- ESG refinance reduces interest expense by 200bps effective
- Digital stack monetizes at 0.5% revenue uplift by Year 5
- P/FCF multiple stabilizes at 13x
- P/S expands to 0.6x by Year 10
- Capex moderate, fleet refresh phased

b) BULL CASE (Successful Platform Scaling + Full ESG Re-rate)

Bull Case Scenario	2026 (E)	2027 (E)	2028 (E)	2029 (E)	2030 (E)	2031 (E)	2032 (E)	2033 (E)	2034 (E)	2035 (E)	2036 (E)
Revenue (USD m)	\$ 1,280.0	\$ 1,380.0	\$ 1,500.0	\$ 1,630.0	\$ 1,780.0	\$ 1,950.0	\$ 2,140.0	\$ 2,350.0	\$ 2,580.0	\$ 2,830.0	\$ 3,100.0
Net Income (USD m)	\$ 20.0	\$ 40.0	\$ 70.0	\$ 110.0	\$ 160.0	\$ 220.0	\$ 295.0	\$ 385.0	\$ 490.0	\$ 610.0	\$ 750.0
Cash from Ops (USD m)	\$ 35.0	\$ 65.0	\$ 110.0	\$ 170.0	\$ 240.0	\$ 320.0	\$ 415.0	\$ 530.0	\$ 665.0	\$ 825.0	\$ 1,010.0
Free Cash Flow (USD m)	\$ 25.0	\$ 55.0	\$ 95.0	\$ 150.0	\$ 215.0	\$ 290.0	\$ 380.0	\$ 485.0	\$ 610.0	\$ 760.0	\$ 935.0
EPS (\$)	\$0.36	\$0.72	\$1.26	\$1.97	\$2.87	\$3.95	\$5.30	\$6.91	\$8.80	\$10.95	\$13.45
Book Value (USD m)	\$165.00	\$205.00	\$275.00	\$385.00	\$545.00	\$765.00	\$1,060.00	\$1,445.00	\$1,935.00	\$2,545.00	\$3,295.00
BV / share (\$)	\$2.96	\$3.68	\$4.94	\$6.91	\$9.79	\$13.73	\$19.03	\$25.93	\$34.72	\$45.70	\$59.14
FCF / share (\$)	\$0.45	\$0.99	\$1.71	\$2.69	\$3.86	\$5.20	\$6.82	\$8.71	\$10.95	\$13.64	\$16.79
P / S (x)	\$0.50	\$0.60	\$0.75	\$0.90	\$1.00	\$1.10	\$1.20	\$1.30	\$1.40	\$1.50	\$1.60
P / B (x)	\$1.30	\$1.40	\$1.55	\$1.70	\$1.85	\$2.00	\$2.15	\$2.30	\$2.45	\$2.60	\$2.75
P / FCF (x)	\$13.00	\$15.00	\$17.00	\$18.00	\$19.00	\$20.00	\$21.00	\$22.00	\$23.00	\$24.00	\$25.00
Implied Share Price (\$)	\$8.00	\$15.00	\$28.00	\$48.00	\$73.00	\$104.00	\$143.00	\$192.00	\$252.00	\$327.00	\$420.00

Assumptions

- Revenue CAGR: 7.5%
- Digital monetization 1.5% of revenue by Year 5
- Fleet refresh drives 400bps margin improvement
- Net margin expands to 6–7%
- ESG-linked debt cuts cost of capital significantly
- P/S expands to 1.0x
- P/FCF expands to 18x
- Regional transition platform narrative recognized

c) BEAR CASE (Integration Friction + Limited Re-rate)

Bear Case Scenario	2026 (E)	2027 (E)	2028 (E)	2029 (E)	2030 (E)	2031 (E)	2032 (E)	2033 (E)	2034 (E)	2035 (E)	2036 (E)
Revenue (USD m)	\$ 1,200.0	\$ 1,220.0	\$ 1,240.0	\$ 1,265.0	\$ 1,290.0	\$ 1,315.0	\$ 1,340.0	\$ 1,365.0	\$ 1,390.0	\$ 1,415.0	\$ 1,440.0
Net Income (USD m)	\$ 7.0	\$ 9.0	\$ 12.0	\$ 15.0	\$ 18.0	\$ 22.0	\$ 26.0	\$ 30.0	\$ 35.0	\$ 40.0	\$ 46.0
Cash from Ops (USD m)	\$ 20.0	\$ 22.0	\$ 25.0	\$ 28.0	\$ 31.0	\$ 35.0	\$ 40.0	\$ 45.0	\$ 51.0	\$ 57.0	\$ 64.0
Free Cash Flow (USD m)	\$ 16.0	\$ 18.0	\$ 21.0	\$ 24.0	\$ 27.0	\$ 31.0	\$ 35.0	\$ 39.0	\$ 44.0	\$ 49.0	\$ 55.0
EPS (\$)	\$0.13	\$0.16	\$0.22	\$0.27	\$0.32	\$0.40	\$0.47	\$0.54	\$0.63	\$0.72	\$0.83
Book Value (USD m)	\$145.00	\$154.00	\$166.00	\$181.00	\$199.00	\$221.00	\$247.00	\$277.00	\$312.00	\$352.00	\$398.00
BV / share (\$)	\$2.60	\$2.77	\$2.98	\$3.25	\$3.57	\$3.97	\$4.43	\$4.97	\$5.60	\$6.32	\$7.15
FCF / share (\$)	\$0.29	\$0.32	\$0.38	\$0.43	\$0.48	\$0.56	\$0.63	\$0.70	\$0.79	\$0.88	\$0.99
P / S (x)	\$0.35	\$0.35	\$0.38	\$0.40	\$0.42	\$0.45	\$0.48	\$0.50	\$0.52	\$0.55	\$0.58
P / B (x)	\$0.90	\$0.90	\$0.95	\$1.00	\$1.00	\$1.05	\$1.10	\$1.15	\$1.20	\$1.25	\$1.30
P / FCF (x)	\$9.00	\$9.00	\$9.50	\$10.00	\$10.00	\$10.50	\$11.00	\$11.50	\$12.00	\$12.50	\$13.00
Implied Share Price (\$)	\$3.00	\$3.50	\$4.20	\$5.00	\$5.80	\$6.80	\$8.00	\$9.50	\$11.00	\$13.00	\$15.00

Assumptions



- Revenue flat 1–2% CAGR
- Minimal margin expansion
- ESG refinancing limited benefit
- Net margin stabilizes at ~1.2%
- P/S remains ~0.35x
- P/FCF capped at 10x

Our Hybrid Matrix Is Actually Conservative



Our Base Case is probably underpowered relative to engineering upside, since the TMDE-CBL-iO3 model features strengths very few microcap combinations can produce:

- Immediate > \$1B revenue base
- Positive FCF across scenarios
- Multi-year compounding EPS trajectory
- Expanding book value per share
- Valuation multiple expansion optionality

For the key question of whether the integrated entity creates *value* that the standalone entities cannot on their own, our Model emphatically says yes. And that value-creation is the reason our 3-way merger hypothesis appears very strong.

V. The Financing Mechanism: ESG, Debt Overhang, and Structural Repricing

If governance establishes control and the combined economics provide compelling value, financing determines feasibility. TMDE's balance sheet distress is not a secret. We detailed this in [Article 13](#). Declining revenue, compressed margins, and a meaningful interest burden have constrained flexibility. Fleet modernization and fuel transition require capital. Traditional refinancing pathways are limited when profitability is thin and leverage is elevated.



This is where the ESG framework becomes more than narrative. In early February 2026, CBL hosted its inaugural [ESG Forum](#), convening sustainable finance specialists, legal advisors, and capital markets participants. The focus was not abstract climate rhetoric. It centered on measurable sustainability-linked financing structures — including Sustainability-Linked Loans (SLLs) built around KPI-driven performance targets.

The distinction matters. Green loans restrict proceeds to specific projects. Sustainability-linked loans do not. Instead, they tie pricing and covenants to measurable operational metrics. If those metrics are achieved, financing costs improve. For a fleet operator facing margin compression and modernization pressure, this creates a bridge:

- Debt can be refinanced under sustainability-linked frameworks.
- KPI improvements — emissions intensity, fuel mix, digital compliance — lower cost of capital.
- Digital systems become not only operational tools but financing instruments.

The LNG/Methanol Angle Is Not Cosmetic

Earlier this year, [CBL's facilitation](#) of Xiaomo Port's first LNG bunkering for BYD — in collaboration with CNOOC — expanded its positioning beyond traditional biofuel facilitation. LNG and methanol adoption are not incremental product shifts. They support regulatory alignment with FuelEU Maritime and IMO 2030/2050 targets, directly reinforcing sustainability-linked financing narratives.

That is a major reputational leap. And reputational capital matters enormously if you want ESG-linked financing/refinancing for a distressed fleet operator like TMDE. It changes the risk profile and moves CBL from a small Asian bunkering intermediary to a transition-enabler in APAC decarbonization. That is narrative power. The combination produces something very rare: an integrated physical + digital + financing platform. That's not a microcap story. That's a mid-tier regional energy transition vehicle.

In this context, the role of iO3's enhanced ERP stack becomes critical. KPI traceability, emissions monitoring, fuel optimization analytics, and audit-ready reporting are prerequisites for SLL credibility. What appears as a technology integration story doubles as a financing enabler. Taken together, the structure begins to align:

- TMDE contributes fleet scale and revenue base.
- CBL contributes fuel transition access and capital markets relationships.
- iO3 contributes measurable digital compliance infrastructure.
- ESG-linked refinancing reduces debt pressure and unlocks margin expansion.

The result is not merely cost reduction. It is structural repricing. A distressed fleet operator becomes a transition-aligned platform participant. Financing costs decline. Margins stabilize. Capital allocation improves. Viewed independently, the ESG forum is a public relations event. Viewed within the three-way framework, it becomes a financing blueprint. Before consolidation



is announced, the mechanism that makes consolidation viable must exist. That mechanism now appears to be in place.

Where This Gets Interesting: at the System Level and Scale Implications

Currently, we have:

- Three subscale, inefficiently valued public vehicles.
- Ownership blocks already partially aligned.
- Governance structure prepared for control asymmetry.
- Digital stack emerging.
- ESG financing pathway validated publicly.
- LNG/methanol fuel expansion proven.
- Institutional liquidity intermediaries active.
- Debt overhang problem needing solution.

That is exactly the kind of environment where a platform consolidation becomes rational. If this combination executes properly, the three go from illiquid sub-\$20M caps, to an integrated \$1B+ revenue transition energy platform. Even if valuation multiple is modest (0.5x–1.0x sales), the combined entity is in a different league overnight. That's not incremental. That's category shift. The methanol/LNG proof changes the psychological ceiling. Markets price:

- Proof of execution.
- Proof of scale partners (BYD, CNOOC).
- Proof of regulatory alignment.

CBL has checked those boxes. That makes the Bull Case Scenario very real.

VI. Timing and Catalysts: The Execution Window

The only real variable now is not whether a 3-way merger is possible, but whether the sequencing aligns:

1. Governance locked
2. Financing pathway validated
3. Fuel transition proof established
4. Cap tables symmetric
5. Liquidity churn complete
6. Exchange ratio fixed

If that sequencing is underway, the clock is moving. Under more aggressive adoption scenarios, where digital monetization and fuel transition scale accelerate, the re-rating potential increases materially. The most important shift is structural: The combined entity moves from transaction intermediary to transition infrastructure. APAC marine energy is entering a decade defined by regulatory tightening, fuel diversification, and financing innovation. An integrated platform capable of coordinating fuel supply, fleet efficiency, and KPI-driven capital access occupies a



different competitive category than a standalone facilitator. The question is no longer whether such a platform would be valuable. The question is whether the pieces now visibly aligning are intended to form it.

Structural preparation does not persist indefinitely. Governance alignment, capital structure symmetry, financing frameworks, and valuation convergence create a window. That window either leads to execution — or it decays. Several elements now sit in alignment:

- Super-voting rights ratified.
- Board composition recalibrated with capital markets oversight.
- Private placement completed in iO3, investor identity pending.
- ESG financing pathways publicly articulated.
- LNG facilitation milestone achieved with institutional counterparties.
- Liquidity rotation across thin floats largely absorbed.

Individually, these developments could represent incremental progress. Collectively, they resemble staging. The post–Lunar New Year period in Asia often marks the reopening of strategic initiatives paused during holiday cycles. Boards reconvene. Financing discussions resume. Mandates that were positioned in Q4 move toward resolution in Q1–Q2.

If alignment has indeed been engineered, the window for visible progression would logically fall within the current operating year. The absence of execution over an extended period would weaken the consolidation thesis. Structural preparation without follow-through eventually becomes inertia. The presence of even a modest strategic announcement — particularly one linking digital integration to sustainability-linked financing — would strengthen it considerably. In this sense, the Fire Horse theme becomes less symbolic and more chronological. Preparation is complete. The next move determines whether this was architecture, or coincidence.

VII. Risks and Counterarguments

A structured thesis must survive structured scrutiny. The convergence of governance changes, capital placements, liquidity events, and ESG positioning can be interpreted as preparation for consolidation. It can also be interpreted as ordinary corporate evolution occurring in parallel. Several counterarguments deserve direct consideration.

1. Independent Strategy Evolution

Each company may simply be pursuing its own rational strategy:

- CBL expanding into alternative fuels and digital positioning as part of industry transition.
- TMDE refreshing governance and exploring refinancing to address balance sheet strain.
- iO3 raising capital to scale its ERP platform independently.

Parallel modernization in adjacent industries does not require merger intent.



2. Liquidity as Microcap Volatility

The elevated turnover in thin-float securities may reflect algorithmic trading, market maker inventory management, or short-term speculative interest rather than inventory preparation for structural exchange. Microcaps frequently exhibit exaggerated volume spikes disconnected from fundamental change.

3. Undisclosed Investor as Routine Placement

The January private placement in iO3, although not yet publicly naming the investor beyond statutory timing expectations, may ultimately reveal a passive financial participant rather than a strategic alignment vehicle. Until disclosed, inference remains inference.

4. Governance Ratification as Founder Protection

The 10:1 super-voting structure at CBL could be interpreted as routine founder control preservation in a volatile microcap environment rather than pre-merger engineering. Many emerging growth companies implement similar structures absent consolidation intent.

5. Execution Risk

Even if structural alignment exists, consolidation is complex:

- Cross-border regulatory approvals.
- Shareholder consent thresholds.
- Integration risk across physical fleet, fuel logistics, and digital infrastructure.
- Financing conditions subject to macro volatility.

Preparation does not guarantee completion.

6. The Alternative Outcome

The most conservative interpretation remains that no formal merger occurs. Instead:

- CBL, TMDE, and iO3 deepen commercial relationships.
- Digital integration proceeds contractually.
- ESG refinancing supports fleet modernization.
- Equity structures remain separate but strategically aligned.

In such a scenario, the hybrid platform thesis partially manifests operationally without legal consolidation. A credible thesis acknowledges uncertainty without dissolving into ambiguity. At present, the structural evidence supports plausibility, not inevitability. The distinction matters.

VIII. Conclusion



When viewed in isolation, each development described in this article appears incremental.

- A super-voting ratification.
- A private placement.
- A board reshuffle.
- An ESG forum.
- An LNG bunkering milestone.
- Converging market capitalizations.
- Float turnover across thinly traded securities.

None of these events, standing alone, compels a merger narrative. But capital markets do not move only through announcements. They move through architecture.

- Governance control tends to precede consolidation.
- Financing frameworks tend to precede refinancing.
- Digital integration tends to precede operational harmonization.
- Valuation symmetry tends to precede exchange ratios.

The alignment now visible across CBL, TMDE, and iO3 is coherent. Not definitive, but coherent. If this alignment is coincidental, it is remarkably structured coincidence. If it is engineered, the foundation appears largely complete. The Year of the Fire Horse is a useful metaphor — not as prophecy, but as posture. Momentum. Directness. Acceleration after positioning. The real question then is whether the symbolically important Year of the Fire Horse is when these three very promising stallions will finally be allowed to run.

The thesis presented in this article does not assert that a three-way merger will be announced tomorrow. It asserts that the components required for such a consolidation are now in place:

- Control architecture secured.
- Financing mechanism articulated.
- Digital infrastructure integrated.
- Relative valuations converging.

Whether these pieces remain parallel or collapse into a unified entity will determine the next chapter. Markets often recognize structural shifts only after they become obvious. SWICH research attempts to identify them while they are still forming.