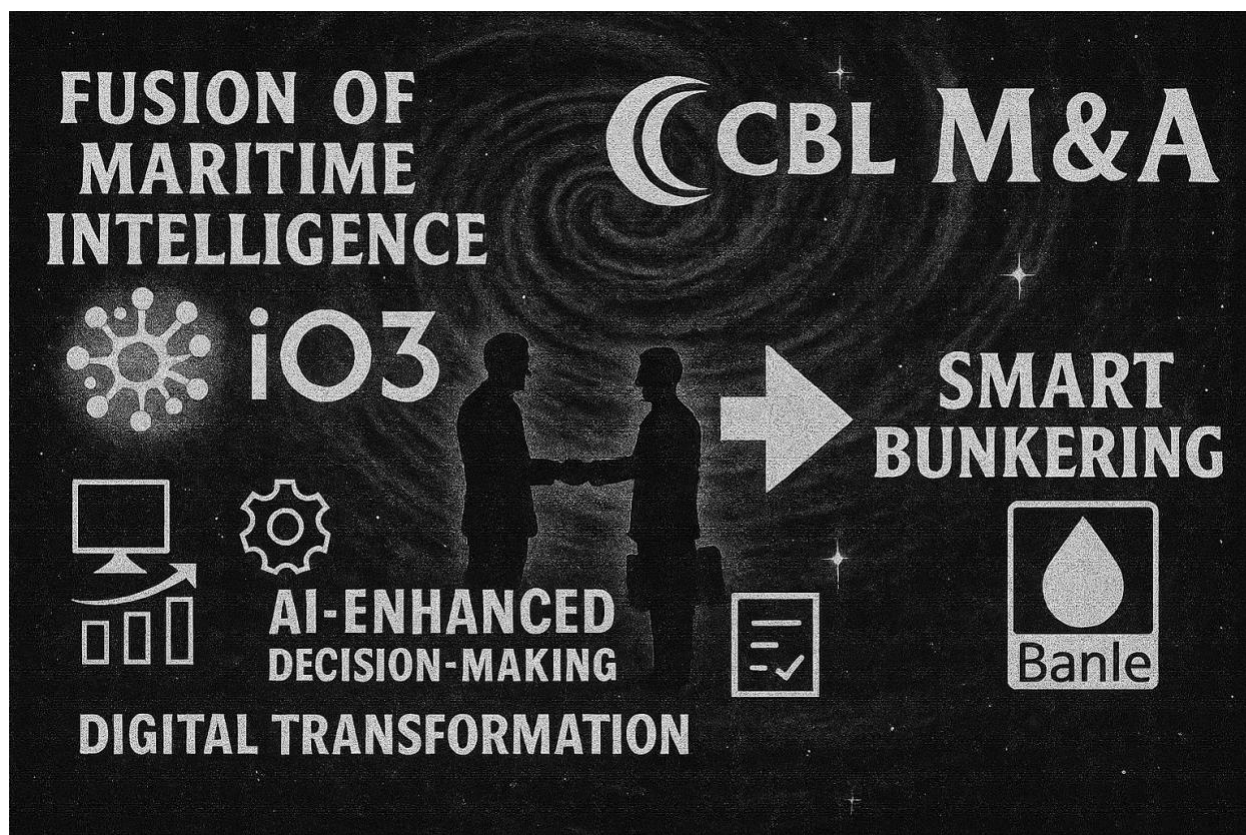




CBL×iO3: From Murky Pilots to a Potential Merger *(Inside the Twilight Zone of Maritime M&A)*

Cue the Lights

 *Narration (in classic Rod Serling tone): Imagine, if you will, two obscure companies — one peddling commoditized shipping fuels, the other dealing in dynamic digital/connectivity solutions. On their own, they seem reserved, appearing as different from each other as night and day. But look closer, and you'll find a hidden choreography: secret pilots, coded press releases, and financial footprints that tell a story no one has yet admitted. Brace yourselves readers, you are about to enter another dimension. A dimension not only of sight and sound, but of strategic foresight. A place where AI merges with maritime tradition, and where bunkering becomes not just smart—but sentient. You are about to enter...the speculative zone.*

1. Introduction: Enter the Speculative Zone

Batten down the hatches. What follows isn't a standard investor note—it's a speculative tale with a Twilight Zone feel. Two companies, outwardly divergent and obscure: a thin-margin bunkering facilitator (CBL International, NASDAQ:BANL) and a small-cap maritime-tech hopeful

(IOThree Limited, NASDAQ:IOTR). On the surface they orbit different worlds; peel back the filings, PRs, and financial tells, and a choreography appears that may reach back to 2022.

What if the real story is convergence? A quietly structured Singapore JV running pilots with Fratelli Cosulich and Singfar; an IPO delay that accidentally synchronized iO3's timeline with CBL's digital pivot; a surge in CBL's 2024 volumes before any disclosure; and now a looming October 2025 lock-up expiry that looks like a natural deal window. Call it coincidence—but read together, the pieces sketch a clearer picture than either company has stated.

This article continues a series that has built that picture step by step. From the outset we floated the partnership idea—then tested it by examining each company on its own merits, and finally mapped the growing alignment in operations and timing:

- **Aug 29, 2025** — [IOThree Limited: Can This Maritime Tech Small-Cap Navigate Its Next Wave](#)
- **Aug 28, 2025** — [CBL International: Navigating Thin Margins, New Fuels, and Digital Change](#) (Revised, 6-SEPT-25)
- **Aug 18, 2025** — [Smart Bunkering: Could a Strategic Collaboration between CBL International and IOThree Make Sense?](#)

Our working hypothesis has sharpened: the evidence strongly suggests the JV is not merely prospective—it may already be underway. This penultimate chapter stitches the evidence: financial footprints, muted disclosures, stock-price behavior, and the choreography of investor conferences. Step by step, what once looked like coincidence begins to feel like design.

The Facilitator–Technology Nexus

CBL's 2024 Annual Report underscores its role as a *bunkering facilitator*: sourcing marine fuel from local suppliers, arranging deliveries, and acting as the intermediary between ship operators and traders. Recently, it has broadened its base from container liners to bulk carriers and tankers, yet its business remains structurally fragile: razor-thin margins, heavy working capital requirements, and a fragmented supply chain.

iO3's model could not be more different. High-margin and bleeding edge, it offers scalable SaaS-like systems — JARVISS (voyage optimization), F.R.I.D.A.Y. (planned maintenance and digital compliance), and AI/satellite-enabled telemetry — designed to digitize exactly the bottlenecks CBL struggles with.

On their own, CBL is commoditized and iO3 is commercially unproven. Together, they form a symbiotic model: asset-light logistics scale fused with asset-light digital transformation credibility. The strategic rationale is compelling, but strategy never plays out in a vacuum. The bunkering industry is highly fragmented, capital-intensive, and fiercely competitive — where relationships, scale, and compliance define survival. To understand why a CBL–iO3 tie-up matters, we must first examine the competitive battlefield they operate in.

2. Competition in the Bunkering Sector: Why iO3 Matters

The bunkering industry is brutally competitive — razor-thin margins, fragmented suppliers, and heavy capital requirements. CBL’s 2024 Annual Report highlights three keys to survival:

1. **Network breadth** — access to 60+ ports.
2. **Professionalism and foresight** — managing customer flows across volatile demand.
3. **Working capital strength** — financing receivables/payables in a low-margin environment.

CBL has leaned into an **asset-light facilitator model**: using third-party suppliers, rerouting flows quickly, and offering credit flexibility to win international container liners. It avoids heavy investment in barges and infrastructure, relying instead on scale and relationships. Yet this model is structurally fragile. Without differentiation, CBL risks commoditization — outflanked by majors or undercut by locals.

Where iO3 Fits

iO3’s digital stack directly overlays CBL’s facilitator model with efficiency, compliance, and data transparency:

CBL Declared Capability	How iO3 Enhances It
Global supply network → arrange fuel deliveries without altering routes.	Satellite connectivity (Rivada tie-up) : real-time communication and predictive refueling optimization.
Serve container liners and bulk/tanker charters.	JARVISS telemetry + optimization : align bunker planning with live route and consumption data.
Bridge buyers and suppliers into cost-effective packages.	F.R.I.D.A.Y. compliance + digital BDNs : reconcile transactions, log emissions, automate ESG reporting.
Timely bunkering with ISO 8217 compliance .	Remote monitoring + AR tools : real-time quality verification, emissions tracking, safety compliance.
Expand supply network into Europe.	Scalable SaaS model + Deckhouse bridge : accelerate rollout with digital differentiation.

This transforms CBL from a reactive facilitator to a **proactive orchestrator**. Instead of just moving flows from Port A to Port B, the combined platform can:

- Model demand volatility across ports in real time.
 - Automate rerouting under EU ETS and IMO constraints.
 - Provide customers with compliance-certified digital proof of delivery.
 - Turn a commoditized transaction into a higher-value service.
 - Offer deeper fuel supply discounts to customers through volume and efficiency.
-

3. Reconstructing the Timeline & Interpreting the Signals

What appears at first glance as coincidence — IPO delays, biofuel press releases, shifting revenues — looks more like a **deliberately sequenced choreography** when pieced together across 2022–2025. The pattern suggests a quietly structured JV framework in Singapore, NDA-protected pilots with Fratelli and Singfar, and financial footprints in CBL’s results well before any public acknowledgment.

2022–23: JV Framework & Vessel Orders

- Fratelli and Singfar place methanol-ready bunker vessel orders (18–24 month cycles), anticipating IMO decarbonization and EU ETS rules.
- CBL and iO3 scope a JV in Singapore: CBL as facilitator of APAC supply chains; iO3 as the digital compliance and telemetry layer.
- Both aim to IPO in 2023. CBL succeeds (March 2023), while iO3’s F-1 stalls at the SEC, pushing its listing nearly two years.
- BANL’s revenues in China, HK, and Singapore dip between 2022–23 — a pattern that could suggest restructuring in advance of new counterparties.

2024: Pilot Year in Shadow Mode

- Fratelli’s methanol bunker vessel is delivered mid-2024; iO3 deploys 12 Malaysian contractors to integrate its stack.
- Singfar also begins engagement in Q2 2024, but likely under NDA until a muted June 2025 press release.
- iO3’s systems run in “shadow mode” — modeling data but uncertified until ClassNK approval.
- CBL’s FY2024 numbers show the footprint:
 - Volumes ↑ 38%
 - Revenue ↑ 36% (despite flat oil prices)
 - Margins ↓ sharply (~25%) — classic for a facilitator absorbing credit risk and discounts to onboard large counterparties.
- Balance sheet confirms the strain: one customer = 30% of receivables, one supplier = 25% of payables. CBL raises a PIPE with Asian Strategy Limited (Aug 2024) to finance flows.
- Public cover: CBL floods 2024 with ESG-framed PRs (BYD, Yang Ming, Cargill/Tata Steel, Mauritius, Port Klang, Mundra Port) — but Fratelli and Singfar are never named.

Early 2025: Regulatory Trigger

- ClassNK certifies iO3’s F.R.I.D.A.Y. (Feb 2025), unlocking compliance-grade deployment.
- Fratelli’s pilot shifts from “modeling” to live certified bunkering in Singapore.
- Explains why Fratelli’s 2024 report omitted iO3 — disclosure without certification would have been premature and/or at iO3’s request whose shares were being “accumulated”.

Mid-2025: Dual Counterparty Validation

- June 2025: iO3 PR confirms Singfar integration — now both Fratelli and Singfar (direct competitors) are simultaneously onboard.
- Singapore revenues in iO3's FY2025 report surge +53%, mirroring CBL's 2024 growth in China/HK/SG — pointing to the same flows surfacing across both companies' books.
- Yet iO3's \$4.1M backlog (Mar 2025) omits these pilots — likely due to certification timing. Contracts may only hit FY2026 numbers.

Investor Conference Choreography

CBL's IR calendar in 2025 maps directly onto this sequence:

- **Feb 2025** – iO3 ClassNK approval announced.
- **Mar 2025** – FY2024 results: 38% volume growth, margin compression.
- **Apr 2025** – iO3 IPO finally closes.
- **May 2025** – CBL participates in the Lytham Partners Spring 2025 Investor Conference
- **June 4–5, 2025** – Noble Capital Markets Conference. Singfar PR drops weeks later.
- **Sept 24, 2025** – Emerging Growth Conference. Only two weeks before lock-up expiry: looks like a **staging event to test deal narratives with institutions in private 1-on-1s**.
- **Oct 10, 2025** – Lock-up expiry, a natural catalyst for an announcement.

Stock Behavior as Signal



- iO3's IPO was ready by Dec 2024 but likely delayed to Apr 2025 so it could present a weaker FY25 balance sheet (excluding IPO cash) —supporting a lower market valuation.
- Post-IPO, iO3 collapsed from ~\$4 to ~\$0.40–0.50 — less “failure” than a valuation reset, positioning valuation optics in a way that could support a premium-framed merger.
- CBL armed itself (Jan 2025) with an ATM and share buyback, likely to:

1. Absorb insider/institutional blocks (Renaissance, Citadel).
2. Align O/S ahead of any 1:1 equity exchange.
3. Keep CBL stable in the \$0.60–0.80 corridor while iO3 was suppressed.

Financial Signals - Regional Revenue Alignment

The financial signals from both companies already suggest integration footprints before public disclosure.

- **CBL FY2024:** China (+37%), Hong Kong (+31%), and Singapore (+103%) all rebounded sharply after declines in 2023, producing a 36% overall revenue surge.
- **iO3 FY2025:** Singapore revenues grew +53% and China a whopping 323% Y-o-Y.

Taken together, this supports the facilitator–technology partnership in action. CBL’s and iO3’s books show the volume surge in Asia-Pacific in 2024. The correlation reinforces the hypothesis that pilots with Fratelli and Singfar were already embedded in CBL’s flows, even as iO3’s backlog understated them pre-ClassNK certification.

Both pilots demonstrate iO3’s **neutrality and scalability**: two direct competitors onboarded simultaneously within CBL’s fuel logistics facilitator framework.

Strategic Logic for the Hypothesis

- **For CBL:** iO3 is the digital backbone it cannot build itself. Without it, European expansion is fragile; with it, Singapore’s pilot model can scale globally.
- **For iO3:** Independence risks marginalization as a niche vendor. A merger secures volume, scale, and liquidity.
- **For Fratelli & Singfar:** Rivalry remains, but both gain from aggregated fuel flows, easier access to local supply, digital efficiency, and neutral compliance assurance.

In short: CBL supplies the global canvas, while iO3 adds the digital strokes that turn scale into differentiation. Together they move from a commodity facilitator to a differentiated orchestrator — precisely what is required to lead in the next phase of green-fuel bunkering.

Investor Takeaway

CBL’s 2024 financial footprint (volume surge, margin collapse, PIPE financing) and iO3’s 2025 signals (Singapore growth, ClassNK approval, Singfar disclosure) tell the same story from opposite ends. Press releases provided ESG cover while the real work — Fratelli and Singfar pilots — ran under NDA. The stock behavior and IR calendar suggest choreography toward an October 2025 announcement.

4. 10-Year Financial Projections and Valuation Analysis

***Note:** All valuation and implied share price ranges shown here have been aligned with our Hybrid Model to avoid discrepancies between charts, text and tables.*

Our previous reports on iO3 and CBL as standalone companies established strong growth trajectories for both. iO3, though small, consistently outperformed its technology-sector peers, while CBL demonstrated explosive volume growth in bunkering, crossing the US\$590M revenue mark in FY2024. When combined, the hybrid model reveals a more powerful story: scale, stability, and margin expansion underpinned by digital transformation.

Combined Company Valuation Scenarios

Our Hybrid Projection Model for the combined company includes both bunkering volume growth and iO3's digital subscription/connectivity revenues; all synergistically enhanced.

CBL + iO3 Combined Hybrid Valuation (\$MM)											
Base Scenario	2025	2026 (E)	2027 (E)	2028 (E)	2029 (E)	2030 (E)	2031 (E)	2032 (E)	2033 (E)	2034 (E)	2035 (E)
Revenue (USD m)	\$ 662.00	\$ 763.80	\$ 865.60	\$ 967.40	\$ 1,069.20	\$ 1,171.00	\$ 1,272.80	\$ 1,374.60	\$ 1,476.40	\$ 1,578.20	\$ 1,680.00
Net Income (USD m)	\$ 3.97	\$ 5.65	\$ 7.62	\$ 9.87	\$ 12.40	\$ 15.22	\$ 18.33	\$ 21.72	\$ 25.39	\$ 29.35	\$ 33.60
EPS (\$)	\$ 0.08	\$ 0.11	\$ 0.14	\$ 0.19	\$ 0.23	\$ 0.29	\$ 0.35	\$ 0.41	\$ 0.48	\$ 0.55	\$ 0.63
Book Value (USD m)	\$ 23.00	\$ 28.60	\$ 36.20	\$ 46.10	\$ 58.50	\$ 73.70	\$ 92.10	\$ 113.80	\$ 139.20	\$ 168.50	\$ 202.10
BV/share (\$)	\$ 0.43	\$ 0.54	\$ 0.68	\$ 0.87	\$ 1.10	\$ 1.39	\$ 1.73	\$ 2.14	\$ 2.62	\$ 3.17	\$ 3.80
Cash from Ops (USD m)	\$ 33.10	\$ 38.20	\$ 43.30	\$ 48.40	\$ 53.50	\$ 58.60	\$ 63.60	\$ 68.70	\$ 73.80	\$ 78.90	\$ 84.00
Free Cash Flow (USD m)	\$ 29.80	\$ 34.40	\$ 39.00	\$ 43.50	\$ 48.10	\$ 52.70	\$ 57.30	\$ 61.90	\$ 66.40	\$ 71.00	\$ 75.60
FCF/share (\$)	\$0.56	\$0.65	\$0.73	\$0.82	\$0.91	\$0.99	\$1.08	\$1.16	\$1.25	\$1.34	\$1.42
Projected Valuations:											
P/S (x)	\$0.70	\$0.80	\$0.90	\$1.00	\$1.10	\$1.20	\$1.30	\$1.45	\$1.60	\$1.70	\$1.85
P/B (x)	\$0.60	\$0.65	\$0.75	\$0.85	\$0.95	\$1.05	\$1.15	\$1.25	\$1.35	\$1.45	\$1.55
P/FCF (x)	\$8.00	\$8.80	\$9.60	\$10.40	\$11.20	\$12.00	\$13.20	\$14.30	\$15.40	\$16.60	\$17.80
Implied Share Price (\$)	\$3.93	\$4.83	\$5.83	\$6.91	\$8.09	\$9.38	\$10.76	\$12.26	\$13.88	\$15.62	\$17.48
Bull Scenario	2025	2026 (E)	2027 (E)	2028 (E)	2029 (E)	2030 (E)	2031 (E)	2032 (E)	2033 (E)	2034 (E)	2035 (E)
Revenue (USD m)	\$ 662.00	\$ 805.80	\$ 949.60	\$ 1,093.40	\$ 1,237.20	\$ 1,381.00	\$ 1,524.80	\$ 1,668.60	\$ 1,812.40	\$ 1,956.20	\$ 2,100.00
Net Income (USD m)	\$ 4.63	\$ 7.49	\$ 11.02	\$ 15.20	\$ 20.04	\$ 25.55	\$ 31.72	\$ 38.54	\$ 46.03	\$ 54.19	\$ 63.00
EPS (\$)	\$ 0.09	\$ 0.14	\$ 0.21	\$ 0.29	\$ 0.38	\$ 0.48	\$ 0.60	\$ 0.73	\$ 0.87	\$ 1.02	\$ 1.19
Book Value (USD m)	\$ 23.60	\$ 31.10	\$ 42.10	\$ 57.30	\$ 77.40	\$ 102.90	\$ 134.60	\$ 173.20	\$ 219.20	\$ 273.40	\$ 336.40
BV/share (\$)	\$ 0.44	\$ 0.59	\$ 0.79	\$ 1.08	\$ 1.46	\$ 1.94	\$ 2.53	\$ 3.26	\$ 4.12	\$ 5.14	\$ 6.33
Cash from Ops (USD m)	\$ 33.10	\$ 40.30	\$ 47.50	\$ 54.70	\$ 61.90	\$ 69.00	\$ 76.20	\$ 83.40	\$ 90.60	\$ 97.80	\$ 105.00
Free Cash Flow (USD m)	\$ 29.80	\$ 36.30	\$ 42.70	\$ 49.20	\$ 55.70	\$ 62.10	\$ 68.60	\$ 75.10	\$ 81.60	\$ 88.00	\$ 94.50
FCF/share (\$)	\$0.56	\$0.68	\$0.80	\$0.93	\$1.05	\$1.17	\$1.29	\$1.41	\$1.53	\$1.66	\$1.78
Projected Valuations:											
P/S (x)	\$0.90	\$1.00	\$1.20	\$1.40	\$1.60	\$1.80	\$2.00	\$2.20	\$2.40	\$2.60	\$2.80
P/B (x)	\$0.80	\$0.90	\$1.00	\$1.10	\$1.20	\$1.30	\$1.40	\$1.50	\$1.60	\$1.70	\$1.80
P/FCF (x)	\$10.00	\$11.00	\$12.00	\$13.00	\$14.00	\$15.00	\$16.00	\$17.00	\$18.00	\$19.00	\$20.00
Implied Share Price (\$)	\$3.93	\$5.10	\$6.40	\$7.84	\$9.42	\$11.15	\$13.04	\$15.11	\$17.36	\$19.82	\$22.48
Bear Scenario	2025	2026 (E)	2027 (E)	2028 (E)	2029 (E)	2030 (E)	2031 (E)	2032 (E)	2033 (E)	2034 (E)	2035 (E)
Revenue (USD m)	\$ 662.00	\$ 705.80	\$ 749.60	\$ 793.40	\$ 837.20	\$ 881.00	\$ 924.80	\$ 968.60	\$ 1,012.40	\$ 1,056.20	\$ 1,100.00
Net Income (USD m)	\$ 3.31	\$ 4.02	\$ 4.80	\$ 5.63	\$ 6.53	\$ 7.49	\$ 8.51	\$ 9.59	\$ 10.73	\$ 11.94	\$ 13.20
EPS (\$)	\$ 0.06	\$ 0.08	\$ 0.09	\$ 0.11	\$ 0.12	\$ 0.14	\$ 0.16	\$ 0.18	\$ 0.20	\$ 0.23	\$ 0.25
Book Value (USD m)	\$ 22.30	\$ 26.30	\$ 31.10	\$ 36.80	\$ 43.30	\$ 50.80	\$ 59.30	\$ 68.90	\$ 79.60	\$ 91.50	\$ 104.70
BV/share (\$)	\$ 0.42	\$ 0.50	\$ 0.59	\$ 0.69	\$ 0.81	\$ 0.96	\$ 1.12	\$ 1.30	\$ 1.50	\$ 1.72	\$ 1.97
Cash from Ops (USD m)	\$ 33.10	\$ 35.30	\$ 37.50	\$ 39.70	\$ 41.90	\$ 44.10	\$ 46.20	\$ 48.40	\$ 50.60	\$ 52.80	\$ 55.00
Free Cash Flow (USD m)	\$ 29.80	\$ 31.80	\$ 33.70	\$ 35.70	\$ 37.70	\$ 39.60	\$ 41.60	\$ 43.60	\$ 45.60	\$ 47.50	\$ 49.50
FCF/share (\$)	\$0.56	\$0.60	\$0.63	\$0.67	\$0.71	\$0.75	\$0.78	\$0.82	\$0.86	\$0.89	\$0.93
Projected Valuations:											
P/S (x)	\$0.50	\$0.55	\$0.60	\$0.65	\$0.70	\$0.75	\$0.80	\$0.85	\$0.90	\$0.95	\$1.00
P/B (x)	\$0.40	\$0.45	\$0.50	\$0.55	\$0.60	\$0.65	\$0.70	\$0.75	\$0.80	\$0.85	\$0.90
P/FCF (x)	\$6.00	\$6.50	\$7.00	\$7.50	\$8.00	\$8.50	\$9.00	\$9.50	\$10.00	\$10.50	\$11.00
Implied Share Price (\$)	\$3.92	\$4.46	\$5.04	\$5.66	\$6.32	\$7.03	\$7.78	\$8.57	\$9.41	\$10.30	\$11.24

***Note:** Revised 2025–2035 CBL projections were incorporated into the Hybrid model. Outputs remain directionally consistent with prior ranges; detailed standalone restatements are available in working models upon request.*

Updated CBL numbers confirm that even small shifts in net margin can drive disproportionate equity value creation—underscored in the margin/valuation (charts 1 and 2 below). Importantly, the Hybrid model outputs remain broadly consistent with those presented earlier.

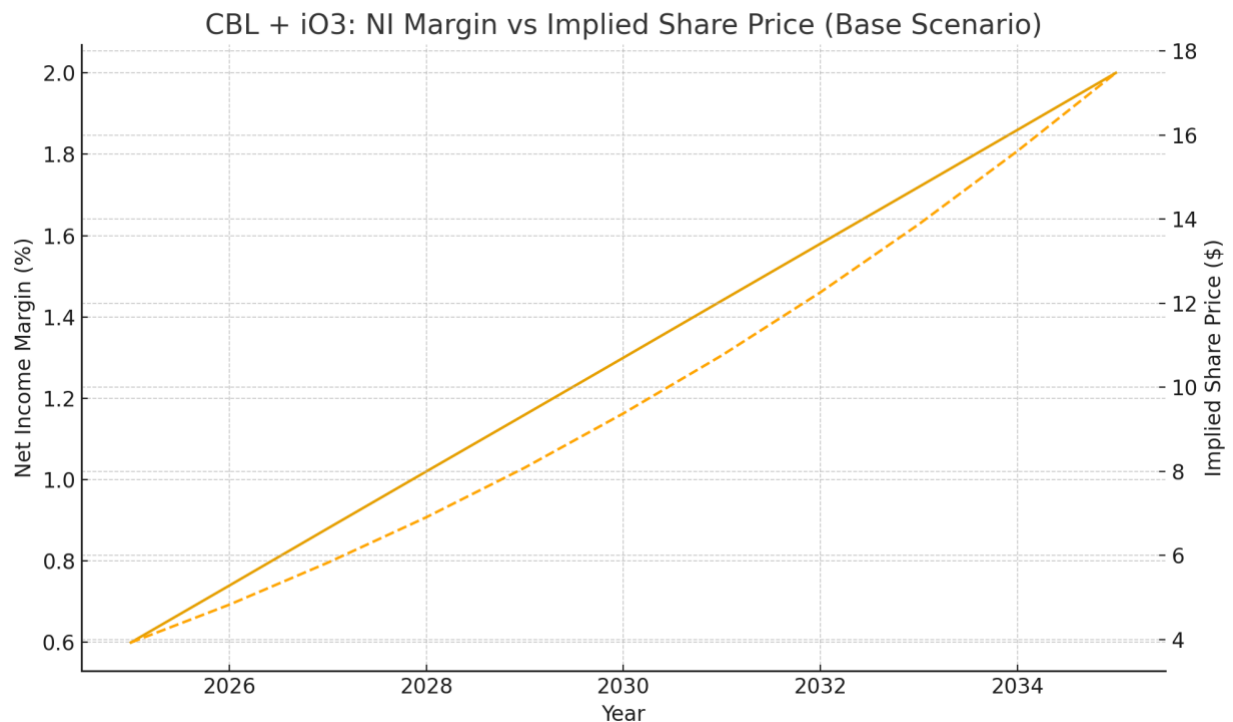
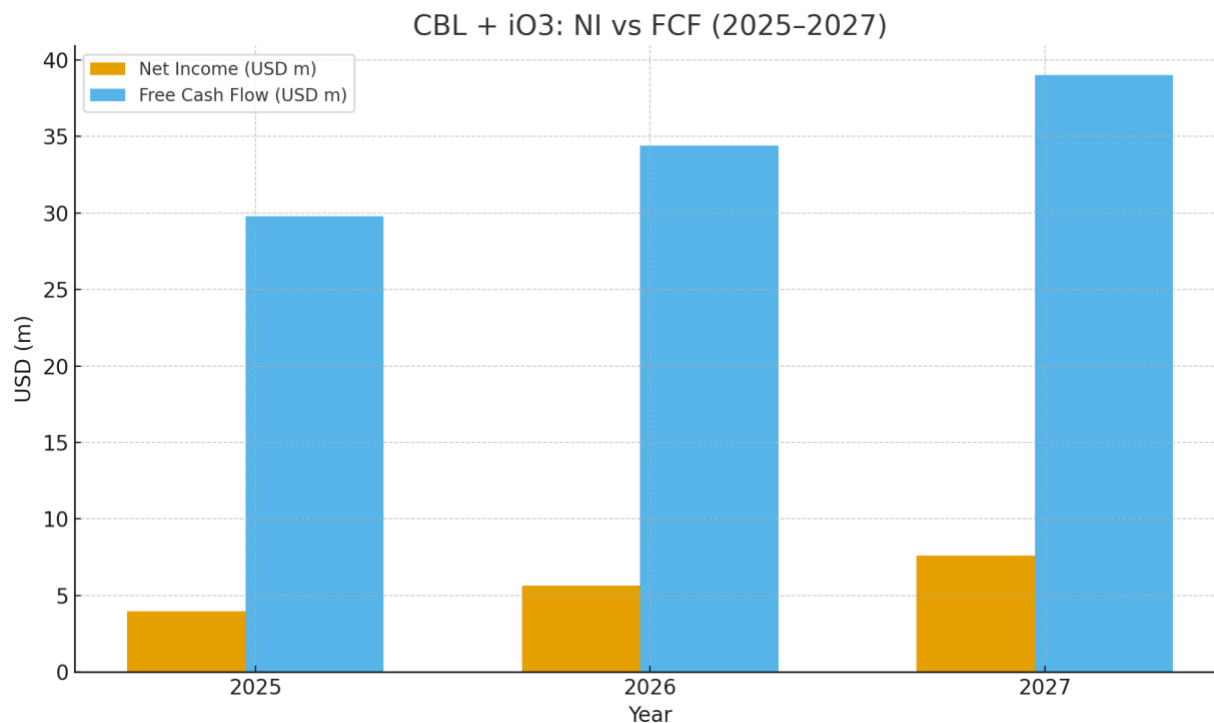


Chart 1: Net Income Margin vs Implied Share Price

- **Small margin shifts drive outsized equity gains.** Even a move from <1% to ~2% NI margin (2025–2032) aligns to implied base case share price expansion from ~\$4 to ~\$12.
- **Execution, not heroics.** This growth path assumes incremental improvements in routing, digital compliance, and credit discipline—not dramatic volume changes.
- **Convexity effect.** Book value compounding amplifies the modest margin lift into multi-bagger potential for equity holders.

Chart 2: Net Income vs Free Cash Flow (2025–2027)

- **Wide FCF/NI gap.** Early years show ~\$30m FCF vs only ~\$4m NI, suggesting favorable working capital dynamics.
- **Sanity check required.** Sustaining this spread will depend on credit terms and operational cash management. Tightening DSO/DPO by just 5–10 days could swing these numbers.
- **Investor perception.** Highlighting strong early FCF (if validated) strengthens the narrative of near-term liquidity supporting reinvestment or buybacks.



📌 Key Valuation Takeaways (2035 Projections)

- **Stability from Scale:** CBL’s \$590M revenue base anchors downside protection; iO3 adds high-margin digital upside.
- **Margin Lift Potential:** Even a 0.5–1.0 percentage point net margin lift materially transforms CBL’s sub-1% baseline.
- **Valuation Convergence:** Both trade in the \$0.40–\$0.75 range today; a 1:1 equity swap is simple and defensible.
- **Upside Math:** Hybrid model shows implied share prices rising steadily:
 - **Base Case** → \$17.48 by 2035
 - **Bull Case** → \$22.48 by 2035
 - **Bear Case** → \$11.24 by 2035
- Even in the Bear Case, combined valuations outpace current standalone trajectories.

Base Case (Realistic Growth Path)

- Revenues grow steadily from the Fratelli/Singfar pilots and expand into Europe via Deckhouse.
- Margins lift by 0.5–1.0 percentage points annually as digital overlays compound efficiency.
- Implied share price reaches **\$17.48 by 2035**.

Bull Case (Accelerated Adoption)

- Rapid adoption of methanol and alternative fuels, broader customer uptake across APAC and EU.
- iO3 SaaS revenues scale quickly, pushing margins higher.
- Implied share price exceeds **\$22 by 2035**.

Bear Case (Constrained Execution)

- Slower adoption, ongoing margin pressure, weaker regulatory pull.
- Even so, CBL's scale and established network protect downside, with implied share price still rising to over **\$11 by 2035**.

Valuation Framework

To balance the hybrid nature of this entity (logistics facilitator + SaaS/IoT overlay), implied valuations were derived using a blended approach:

1. **Price-to-Sales (P/S):** Revenue per share $\times$ 0.7–1.2 $\times$ multiple.
 2. **Price-to-Book (P/B):** BV/share $\times$ 0.6–1.2 $\times$ multiple.
 3. **Price-to-Free Cash Flow (P/FCF):** FCF/share $\times$ 5–7 $\times$ multiple.
- The three approaches were averaged to produce the Implied Share Price range. This ensures neither BANL's asset-heavy model nor iO3's asset-light profile dominates the analysis.

What Could Go Wrong

No thesis is without risks. Key challenges that could derail or delay integration include:

1. **Customer Attribution:** 2024's margin collapse may have been driven mainly by disclosed giants (Tata, Cargill, Yang Ming, BYD) rather than hidden pilots.
2. **Execution Risk:** Integrating compliance software (iO3) into facilitator flows (CBL) could face delays or pushback from counterparties.
3. **Regulatory Overhang:** ClassNK certification is in place, but IMO/EU ETS timelines could tighten faster than systems can scale.
4. **Capital Markets Friction:** CBL's ATM/buyback strategy and iO3 insider selling could complicate share-swap math.
5. **NDA Silence:** The absence of explicit Fratelli/Singfar references might reflect non-involvement rather than deliberate understatement.

Investor Takeaway

For investors, the upside case is asymmetric — but these risks highlight why probability weighting, not certainty, remains the right framing. The math is compelling. Even the Bear Case offers upside, while the Base and Bull cases show transformative value creation. The valuation gap between the two companies — CBL anchored at ~\$0.65 and iO3 suppressed at ~\$0.44 — makes a 1:1 equity exchange not only arithmetically simple but also a built-in premium for iO3 holders. This explains why both companies may be playing their hand so close to the vest:

insiders and institutions are incentivized to accumulate at current depressed levels before announcing a transaction that could re-rate the combined entity dramatically.

5. Probability Analysis of Our Speculative Hypothesis

Initial Baseline (~25–35%)

When first developed in August 2025, this thesis looked speculative but plausible. The foundation was circumstantial: CBL's 2024 Annual Report flagged IT upgrades resembling iO3's stack (JARVISS, F.R.I.D.A.Y.), while iO3's IPO filings referenced "future acquisitions" and its PRs overlapped with counterparties like Fratelli and Singfar. Scale mismatch and disclosure gaps kept the probability conservative, at 25–35%.

Emerging Catalysts

Since then, reinforcing signals have stacked up:

- **Financial footprints:** CBL's FY2024 results show volumes up 38% and revenue up 36%, but margins collapsing — classic signs of onboarding large, price-sensitive clients. This coincided with a PIPE financing from Asian Strategy (Aug 2024), suggesting capital was raised directly to fund these flows.
- **Conference cadence:** CBL's IR schedule brackets the key milestones — June 2025 (post-ClassNK and iO3 IPO) and Sept 2025 (two weeks before iO3's Oct 10 lock-up expiry) — consistent with deal staging.
- **Valuation convergence:** Both now trade in the \$0.40–\$0.70 band, with ~53M combined O/S — making a 1-for-1 swap simple and marketable as fair.

Devil's Advocate

It's possible the growth was driven by marquee disclosed names (Tata, Cargill, BYD, Yang Ming), with no hidden pilots. But if so, why highlight them — yet omit global bunkering giants like Fratelli or Singfar? Selective silence tilts probability toward NDA-protected engagements.

Updated Probability Assessment

- **Status Quo:** 15–20%
- **Strategic Partnership / JV Expansion:** 35–40%
- **Acquisition / Merger:** 40–45%



Investor Takeaway

The probability lift isn't from a "smoking gun" but from stacking signals: CBL's financial footprints, iO3's backlog timing, selective disclosure, and an IR calendar aligned with IPO and

lock-up catalysts. Weighted at 40–45%, the upside is asymmetric: both stocks remain depressed, suggesting accumulation. If correct, October 2025 could mark a sharp re-rating window.

6. Governance Risk

✦ **Note:** iO3 filed a “Re-Sale Prospectus,” but the last confirmed ownership updates and IR feedback suggest only the second All Wealthy re-sale was executed. The rest may or may not have occurred, so the structure shown here reflects the most reliable data available.

Both companies are relatively young, with iO3 having only gone public in April 2025. Both have small boards so a combination resulting in a BoD with more directors could improve transparency and accountability. Interestingly, they both have roughly 40 employees, with limited redundancy except at the executive level. Synergies also exist in combining sales, marketing, and administrative teams, while iO3’s significant IT resources in their new Malaysian subsidiary provide solid low-cost support for both internal and external technology deployments.

Intriguing Mutual Investor Mystery

Question: Are Asian Strategy Ltd. (holder of ~5.6% of CBL) and Shao Qi Ltd. (holder of ~5.0% of iO3) controlled by the same individual?

Evidence:

- Names: *Qu Zhiqiang* vs *Qiu Zhiqiang* — transliteration variance, otherwise identical.
- Jurisdiction: both Hong Kong incorporated.
- Control: both list a sole director named Zhiqiang.
- Sector/timing: both took positions in maritime/energy-tech small caps within a 12–18 month window.

Assessment: High-probability match (~80–85%), but definitive confirmation would require registry extracts with personal identifiers. When asked about this connection, iO3 Investor Relations denied any knowledge of this connection.

Investor implication: If they are the same beneficial owner, cross-holder incentives could bridge valuation gaps and accelerate integration. If not, the overlapping positions still suggest informed interest from complementary Hong Kong sponsors.

*Based on public filings and standard transliteration patterns, we assess with high probability that Asian Strategy Ltd. (CBL holder) and Shao Qi Ltd. (iO3 holder) are controlled by the same individual, Mr. Zhiqiang (romanized as Qu/Qiu). While circumstantial evidence is strong—jurisdiction, timing, roles, and sector focus—definitive confirmation would require a Hong Kong registry extract or formal attestation. **We therefore treat this as a probability-weighted hypothesis rather than a statement of fact.***

Equity Ownership Structure: Complementary Foundations

The ownership maps of CBL and iO3 highlight very different but ultimately complementary dynamics.

CBL International (BANL)

- **CBL (Asia) Ltd. (Insiders)** controls ~48%.
- **Legacy Institutions (Straits Energy Resources and other early backers)** hold ~29%.
- **Shao Qi / Asian Strategy (Qu Zhiqiang)** owns ~6%.
- **Public Float** makes up ~18%, with relatively limited institutional diversity.

iO3 (IOTR)

- **iO3 Strategic Investments Ltd. (Insiders)** controls ~65%.
- **Legacy Institutions (Ace Smart Global, Sakal Capital, One Investment)** together represent ~21%.
- **All Wealthy International Ltd. (Eng Chye Koh)** retains ~13% after its second re-sale.
- **Public Float** sits at ~39%, giving iO3 more liquidity than CBL but also greater volatility.

Combined Scenario

- **Insiders** across both entities would still command the largest block (~32%).
- **Legacy Institutions** would collectively hold ~27%, balancing strategic stability with diversification.
- **Shao Qi / Asian Strategy (Qu Zhiqiang)** would retain ~4% — a bridge investor across both entities.
- **Public Float** (~37%) ensures adequate liquidity and regulatory compliance, while leaving room for institutional accumulation.

IOTR OWNERSHIP (E)	# of Shares	Ownership %	BANL OWNERSHIP (E)	# of Shares	Ownership %	COMBINED OWNERSHIP (E)	# of Shares	Ownership %
Institutional (Legacy)	4,340,400	17%	Institutional (Legacy)	7,644,588	28%	Institutional (Legacy)	13,519,972	25%
<i>Ace Smart Global Limited</i>	947,600	3.69%	<i>Straits Energy Resources Berhad (II)</i>	7,644,588	27.8%	<i>Ace Smart Global Limited</i>	947,600	1.78%
<i>One Investment and Consultancy Limited</i>	1,097,600	4.28%	Insider / Institutional	14,709,984	53%	<i>One Investment and Consultancy Limited</i>	1,097,600	2.07%
<i>Sakal Capital Pte. Ltd.</i>	1,097,600	4.28%	<i>CBL (Asia) Limited (Insiders)</i>	13,175,000	47.9%	<i>Sakal Capital Pte. Ltd.</i>	1,097,600	2.07%
<i>Shao Qi Limited</i>	1,197,600	4.67%	<i>Asian Strategy Ltd. (PIPE)</i>	1,534,984	5.6%	<i>Shao Qi Limited</i>	1,197,600	2.25%
Insider / Institutional	11,816,200	46%	New Institutional (SEC Filings)	241,595	0.9%	<i>Straits Energy Resources Berhad (IPO)</i>	7,644,588	14.38%
<i>iO3 Strategic Investments Limited</i>	8,926,500	34.80%	<i>Other Institutions</i>	241,595	0.9%	<i>Asian Strategy Ltd. (PIPE)</i>	1,534,984	2.9%
<i>All Wealthy International Limited</i>	2,889,700	11.27%	Public Float (E)	4,903,833	18%	Public Float (E)	14,141,536	27%
New Institutional (SEC Filings)	255,697	1.00%	Totals	27,500,000	100%	Totals	53,150,000	100%
Public Float (E)	9,237,703	36%						
Totals	25,650,000	100%						

If a merger or partnership materializes, investors should expect a structure where insiders and aligned strategic groups retain clear majority control (60–65%), while still leaving a modest float and room for select institutional participation. This tight structure could amplify volatility around catalysts—upside on contract wins or M&A news, but downside if liquidity dries up.

👉 **Why it matters:**

The combined structure could **spread control more evenly across insiders, strategic backers, and public float**—still tightly held, but more balanced than either company alone. This kind of equity choreography may explain the subtle rebalancing seen in both CBL and iO3 over the last two quarters (e.g., trims by Straits and Asian Strategy, resale tranches from All Wealthy).

7. Conclusion: Entering the Deal Zone

What began as two overlooked small-caps — one a low-margin facilitator, the other a niche maritime tech vendor — now reads like a script out of a financial Twilight Zone. A story where scattered PRs, deferred IPOs, and oddly selective disclosures fit together too neatly to ignore. If the hypothesis is correct, the JV seeds were planted in 2022, watered quietly through 2024 as Fratelli's methanol pilot came online, and pruned under NDA while Singfar's engagement emerged only when timing and compliance allowed. iO3's IPO delay wasn't a derailment but a synchronizer, placing its lock-up expiry precisely against CBL's investor conference cadence in late 2025.

CBL × iO3: Does the Combination Make Sense?

Operational Logic

- *Distribution + Data*: CBL's reach meets iO3's edge stack (JARVISS, F.R.I.D.A.Y.), digitizing workflows and embedding compliance into refueling.
- *Fuel Transition*: iO3's methanol and AI navigation pilots accelerate CBL's alternative-fuel positioning.
- *Channel Expansion*: Every bunkering event becomes a cost-efficient upsell opportunity for iO3's SaaS, surveillance, and satellite services.

Financial Logic

- Hybrid modeling shows faster compounding of book value and free cash flow under integration than either company alone.
- At today's depressed valuations (CBL ≈ \$0.65, iO3 ≈ \$0.44), a **1:1 equity swap** framed as an acquisition works as a built-in premium for iO3 holders — creating a “win without cash” structure.

Final Takeaway

For investors, the key isn't whether this script plays out *exactly* as written. It's that the probabilities and financial math now make a CBL–iO3 combination not just plausible, but strategically and financially compelling. In the Twilight Zone, the ordinary always hid the extraordinary. Here too, what the market still treats as two disconnected small-caps may in fact be the early chapters of a much larger consolidation story. The catch? We won't need Rod Serling to tell us how it ends — the October 2025 catalyst window may do that for us.

This article is part of an independent research series exploring potential strategic pathways for iOThree (NASDAQ:IOTR) and CBL International (NASDAQ:BANL). The conclusions presented here are speculative hypotheses based on publicly available filings, trading data, and industry context. They should not be interpreted as certainties, inside knowledge, or investment recommendations. Readers should view this analysis as one perspective to inform discussion, not a forecast or advice.