

JR

HOLDINGS

LIMITED LIABILITY PARTNERSHIP



+77751354892



jr.holding@yahoo.com



Almaty City, Zhetysu District,
Ainabulak Microraditon, 12/2

BIN: 200640015952

KATO: 751510000

Date Issued: 10th January 2025
Expire Date: 11th June 2025
Our ref: VOG-SCO2091372FOB/KZ

SOFT CORPORATE OFFER

WE "JR HOLDINGS LIMITED LIABILITY PARTNERSHIP" is a direct mandate to the (end-seller) with full legal responsibility, under Penalty of perjury hereby issues this soft offer with the given term and condition as stated in this offer to confirm Our readiness to execute an official contract with end buyer, with the ability to supply the following commodity According to the terms and condition stipulated below.

Kazakhstan, Houston, Rotterdam, TURKEY

PRODUCT & PRICE

BITUMEN 60/70 180/200

Quantity: Minimum 50,000MT Trial Shipment / Maximum 500,000MT Monthly
FOB: \$250 Gross / \$240 Net
CIF: \$270 Gross / \$260 Net
Commission: \$5/ \$5

BASE OIL SN 150, SN 500

Quantity: Minimum 50,000MT Trial Shipment/ Maximum 500,000MT Monthly
FOB: \$310 Gross / \$300 Net
CIF: \$ 320 Gross / \$ 310 Net
Commission: \$5 / \$5

ESPO GRADE RUSSIAN CRUDE OIL

Quantity: Minimum 1,000,000 barrels Trial Shipment / 5,000,000 barrel Monthly
FOB: \$60 Gross / \$50 Net
CIF: \$70 Gross / \$60 Net
Commission: \$5/ \$5

Quantity: Minimum 50,000MT Trial Shipment / Maximum 500,000 MT Monthly
FOB: \$250 Gross/ \$240 Net
CIF: \$270 Gross/ \$260 Net
Commission: \$5/ \$5

LIGHT CYCLE OIL (LCO)

Quantity: Minimum 50,000 MT Trial Shipment / Maximum 500,000MT Monthly
FOB: \$250 Gross / \$240 Net
CIF: \$270 Gross/ \$260 Net
Commission: \$5/ \$5

PETROLEUM COKE

Quantity: Minimum 50,000 MT Trial Shipment / Maximum 500,000MT Monthly
FOB: \$250 Gross/ \$240 Net
CIF: \$270 Gross/ \$260 Net
Commission: \$5/ \$5

VIRGIN D6 FUEL OIL

Quantity: Minimum: 10,000,000 Gallon Trial Shipment / Maximum: 30,000,000 Gallon Monthly.
FOB: \$0.89 Gross / \$0.87 Net
CIF: \$0.92 Gross / \$0.90 Net
Commission: \$0.2

EN590 10PPMs

Quantity: Minimum 50,000 MT Trial Shipment / Maximum 500,000 MT Monthly
FOB: \$380 Gross / \$370 Net
CIF: \$370 Gross / \$ 360 Net
Commission: \$5 / \$5

LIQUIDIFIED PETROLEUM GAS

Quantity: Minimum 50,000MT Trial Shipment/ Maximum 500,000 MT Monthly
FOB: \$300 Gross/ \$290 Net
CIF: \$320 Gross / \$310 Net
Commission: \$5 / \$5

UREA 46%

Quantity: Minimum 50,000MT Trial Shipment/ Maximum 500,000 MT Monthly
FOB: \$300 Gross/ \$290 Net
CIF: \$320 Gross/ \$310 Net
Commission: \$5/ \$5

AGO (AUTOMOTIVE GAS OIL)

Quantity: Minimum 50,000 MT Trial Shipment/ Maximum 500,000 MT Monthly
FOB: \$290 Gross/ \$280 Net
CIF: \$310 Gross/ \$300 Net
Commission: \$5/ \$5

MAZUT M100 10585/75

Quantity: Minimum: 50,000 MT Trial Shipment / Maximum: 300,000 MT Monthly.

FOB Price: \$290 Gross / \$280 Net
CIF Price: \$300 Gross / \$290 Net
Commission: \$5 / \$5

GAS L0.2/26 GOST 305-82

Quantity: Minimum: 50,000 MT Trial Shipment / Maximum: 500,000 MT Monthly.
FOB Price: \$310 Gross / \$300 Net
CIF Price: \$320 Gross/ \$310 Net
Commission: \$5 / \$5

AVIATION KEROSENE COLONIAL GRADE 54 JET FUEL

Quantity: Minimum: 1,000,000 BBLs Trial Shipment / Maximum: 5,000,000 BBLs Monthly
FOB Price: \$80 GROSS / \$78 NET
CIF Price: \$82 GROSS/ \$80 NET
Commission: \$1 / \$1

AVIATION FUEL FOR GAS TURBINE ENGINES (JETA1)

Quantity: Minimum 1,000,000 BBLs Trial Shipment / Maximum: 5,000,000 BBLs Monthly
FOB Price: \$80 Gross / \$78 Net
CIF Price: \$82 Gross/ \$80 Net
Commission: \$1 / \$1

LIQUEFIED NATURAL GAS

Quantity: Minimum 50,000 MT Trial Shipment / Maximum: 500,000 MT Monthly
FOB: \$300 Gross / \$290 Net
CIF: \$310 Gross/ \$300 Net
Commission: \$5 / \$5

REFINERY TTM ESCROW PROCEDURE.

1. Buyer issues an irrevocable purchase order along with Know Your Customer (KYC) and Customer Information Sheet (CIS) to the seller.
2. Seller issues a commercial invoice for the immediately lift able commodity to the buyer.
3. Buyer countersigns the commercial invoice and sends it back to the seller as final.
4. Both buyer and seller sign the escrow agreement via email or at the escrow attorney office in the USA/SWITZERLAND (optional). Upon signing the escrow agreement, both parties make a non-performance security deposit equivalent to 5% of the nominal face value of the commercial invoice to the account of the escrow attorney. The non-performing party forfeits the escrow deposit to the offended party if it fails to perform its obligation as per the signed commercial invoice.
5. Upon confirmation of the security deposit by the escrow attorney, the seller provides the following Proof of Product (POP) documents to the buyer:
 - a. Injection report
 - b. Tank receipt
 - c. Unconditional Dip Test Authorization (UDTA)

- d. SGS Quality and Quantity report (not more than 48 hours old)
- e. Title Transfer Affidavit document
- f. Tank storage agreement
- g. Certificate of origin

6. The buyer schedules for the dip test at the seller's tank storage and conducts the quality and quantity inspection. Upon the satisfactory dip-test report, the buyer pays the seller for the total cost of the product, deducting the 5% security deposit made to the escrow attorney's account.

7. The seller transfers title to the buyer and injects the product into the buyer's reservoir or vessel. Necessary documents like the Irrevocable Paymaster Agreement (IPA) or Tank to tank injection agreement (TTIA) are signed by the seller and buyer before pumping.

8. The seller pays commissions to all intermediaries within 48 hours after receiving payment from the buyer.

9. The seller and buyer sign a contract for a 12-month shipment if necessary and satisfactory. It is essential to ensure that all steps and documents in the transaction adhere to legal and regulatory requirements specific to the jurisdictions involved. Consulting legal professionals experienced in international trade or energy transactions can help ensure compliance with all relevant laws and regulations.

FOB TRANSACTION PROCEDURE TANK TO VESSEL

1. Seller sends FCO and Buyer issues ICPO & CPA.

2. Seller sends following Draft CI (Commercial Invoice), Draft DPST (Delivery Processing Schedule Table)

3. Buyer and vessel operator endorse and approves CI & DPST respectively and return to seller. Seller signs CI and issued final copy.

4. Seller programs injection and issues to Buyer the following documents:

- A. Unconditional dip test authorization (DTA)
- B. Fresh SGS report (less than 72 hours old)
- C. Injection report
- D. Certificate of Origin
- E. Authorization to sell and collect (ATSC)
- F. Tank Storage Receipt (TSR) G. NCNDA/IMFPA

5. Buyer verify POP within 24 to 48 hours. (Buyer has optional dip test inspection on the product in Supplier/ Seller storage tanks via SGS at Buyer's expense.

6. Upon successful dip test inspection (if necessary), Buyer provides INOR (Injection Notice of Readiness) to Seller and Seller immediately commences injection of the product into Buyer's CPA Chartered vessel then Buyer makes payment for the total product value by

MT103/TT upon injection of completion.

7.Seller immediately transfers the title of product ownership to Buyer with all export documents.

8.Seller pays commission to Seller's side and Buyer pays commission to Buyer's side intermediaries, as per executed NCNDA/IMFPA for this transaction within 72 hours of receipt of payment from Buyer.

9.Buyer and Seller execute SPA for 12 months. The proceeding shipments shall continue in accordance with the same Procedures indicated above.

OFFICIAL TRANSACTION PROCEDURES ON TTO

1.Buyer issues Purchase Order upon receipt and acceptance of seller's Soft Offer.

2.Seller issues Draft Sales and Purchase Agreement Contract with Commercial Invoice for buyers for Review and signing.

3.Buyer pays for allocation fee and upon confirmation Seller issues the Proof of Product documents in buyer company's name as listed below;

- Certificate of Origin.
- Product quality passport (Analysis test Report) By KAZ standard Gost R.
- Commitment to Supply.
- Bill of Lading.
- Certificate of Quality
- Certificate of Quantity
- Time Sheet/Statement of Facts
- Master's Receipt for Samples
- Master's Receipt for Documents for Receiver and Own Use
- Ullage Report
- Ship's Tank Dry/Cleanliness Certificate
- Cargo Manifest
- Notice of Readiness
- Vessel Q88.

4.Upon receipt of the POP documents, the buyer provides their shipping agent contact information for the Ship owner to open communication, issue a Notice of Readiness (NOR) and Power of Attorney to buyer's Shipping agent entrusting them to perform all needed shipping agency and freight forwarding services in the Discharge port.

5.The buyer pays 350,000 USDT for HSS (High Sea Sales) Charges to allow the seller to finalize all Rerouting charges with their shipping company before the tanker gets redirected to the new buyer's Discharge port.

6.Seller and Buyer signs the title transfer affidavit and the title ownership certificate are issued in the buyer's company name. (Seller will bear all Expenses).

7. Seller instructs vessel master to countersign the shipping agent Power of Attorney and proceed to send the complete set of maritime and shipping documents to enable the buyer shipping agent file for maritime Report and make all preparation to receive the vessel tanker at the destination port terminal. (Only Applicable to Chinese Customers).

8. Upon arrival of the vessel tanker at the destination port and completion of CIQ Inspection, buyer pays for full cargo value via MT103/TT Wire within 48Hours.

9. Seller pays the intermediaries involved within 72 hours after receipt of payment of the product from the buyer.

FOB ROTTERDAM OPERATIONAL TTM PROCEDURE:

1. Issuance of ICPO:

The Buyer shall issue an Irrevocable Corporate Purchase Order (ICPO) containing:

- The Seller's operating procedures,
- The Buyer's banking details,
- The company registration certificate,
- The Buyer's passport,
- The Buyer's Tax Identification Number (TIN).

2. Commercial Invoice and Agreements:

Upon receipt of the ICPO, the Seller will issue a Commercial Invoice (CI) to the Buyer.

- The Buyer must sign and return the CI within 48 hours.
- Alongside the CI, the Buyer is required to submit an endorsed Non-Circumvention, Non-Disclosure Agreement (NCNDA) and Irrevocable Master Fee Protection Agreement (IMFPA) signed by all intermediaries.

3. Tank Takeover Meeting (TTM) and Product Inspection:

- A Tank Takeover Meeting (TTM) will be held, during which the Buyer will physically inspect the product and conduct a dip test at their expense.
- The Buyer must cover the cost of the Terminal Access Code (TAC) required for inspection and terminal access.

4. Fresh SGS Report and Initial Payment:

- The Buyer is responsible for conducting a dip test to obtain a fresh SGS (Société Générale de Surveillance) report to confirm product quality.
- Upon verification, the Buyer must remit 50% of the total product payment via telegraphic transfer.

5. Tank Transfer or Receipt Submission:

- **The Buyer shall either:**
- **Extend the lease of the Seller's tank under the Buyer's company name, or**
- **Provide a Tank Storage Receipt (TSR) or Vessel Q88 for product injection.**
- **Once the TSR is provided, the Seller will begin product injection into the Buyer's tank.**

6. Completion of Payment Post-Injection:

- After successful injection of the product into the Buyer's tank, the Buyer shall remit the remaining 50% of the product value via telegraphic transfer.

7. Title and Proof of Product Transfer:

- Upon receipt of full payment, the Seller will:
- Confirm the funds,
- Transfer the Product Title and complete Proof of Product (POP) documentation to the Buyer,
- Disburse intermediary commissions as outlined in the NCNDA/IMFPA.

8. Negotiation for Future Shipments:

- Within five banking days of the first transaction's completion, the Buyer and Seller will negotiate terms for subsequent monthly shipments. These shipments will follow the mutually agreed terms and conditions outlined in the contract.

OFFICIAL TRANSACTION PROCEDURE ON CIF

1. Buyer issues ICPO alongside Buyer's Passport copy, company's registration certificate.
2. Seller acknowledges ICPO and issue Draft Contract SPA to Buyer, Buyer review SPA open for any amendment, sign and return to Seller for approval.
3. Seller registers and legalizes the signed Sales and Purchase Agreement contract and provides the registered legalized and notarized SPA including PPOP as listed below.

- a. Certificate of Origin.
- b. Commitment to Supply.
- c. Statement of Availability of the product.
- d. Product export license
- e. Product Allocation payment invoice at buyer's expense.

4. Upon buyer securing allocation, Seller issues and register the Full set of POP with the Ministry of Energy and Justice including the loading Port Authority, and charter of vessel for product Shipment.

5. Seller send to Buyer the full set of POP documents, vessel documents including SGS report at Origin Country to Buyer via (Bank to Bank secured email) and loading commence according to shipment schedule for departure from origin port within the specified working days after Buyer final notification of POP verification and Confirmation.

- POP DOCUMENTS:
- Certificate of Incorporation
- Act of Transfer
- Commercial Invoice

- Fresh SGS Report at Loading Port
- Tank Receipt
- Vessel Q&Q and Quality Specification
- Bill of Lading
- Notice of Readiness (NOR)
- Estimated Time of Arrival (ETA)
- Authorization To Sell Certificate (ATSC)
- Cargo Declaration / Conforming Warrant
- Ullage Report
- Customs Declaration Certificate.
- Product Allocation Certificate
- Notarized NCNDA/IMFPA

6. within 3 banking days of the Vessel arrival at Buyer destination port, upon Buyer's Confirmation and satisfaction with product buyer makes payment via TT/MT103 to Seller against Shipping documents and Title transfer.

7. Product discharged into Buyer's storage facility/vessel, and Seller pays commission to all intermediaries within 24 hours after receiving payment from Buyer.

FOB DIP & PAY

1. Buyer issues ICPO.
2. Seller issues CI, buyer signs and return.
3. Seller issues Countersigned CI alongside UDTA to the buyer for preparation and nominations with inspectorate.
4. Buyer pays for the (ISPS Code) to access the port facilities as a non-title holder, payment shall be made through seller tank farm / logistics company.
5. Seller issues the below POP documents
 - a. Fresh SGS Report / Injection Report
 - b. Certificate of Origin
 - c. Valid Tank Storage Receipt (TSR)
 - d. Product Passport
 - e. Export License
 - f. Terminal Clearance Certificate
 - g. Authorization to Sell and Collect (ATSC)
5. Port authority issues the ISPS code for the buyer's product access and visitation.
6. Buyer performs dip-test, provides its TSA/TSR and pays for the total cost of goods.

7. Upon successful Dip Test exercise, buyer within 24 hours pays for total value of product and seller immediately transfers the Title of Product Ownership to buyer and commission is paid to all intermediaries upon receipt of buyer's payment and injection into buyer's tank commences.

8. Seller issues a contract for buyer's desired duration upon successful completion of the trial order.

Subsequent monthly shipment continues as per terms and conditions of the sales and purchase agreement contract to be signed between buyer and seller.

OPTION 2

1. Buyer issues ICPO along with company certificate of registration, valid means of identification and tank storage agreement (TSA).

2. Seller issues Product Commercial Invoice (CI).

3. Buyer signs and returns the Commercial Invoice (CI).

4. Seller issues to buyer the below listed PPOP documents:

- a. Product Passport
- b. Certificate of Origin
- c. Authorization to Verify (e-verification)
- d. Statement of Product Availability

5. Buyer issues to seller either of the following documents: (Tank Storage Receipt (TSR), Authorization to Verify (ATV) or Tank to Tank Injection Agreement (TTIA) issued by its tank farm company.

6. Upon receipt and confirmation of the above document(s), Seller issues to buyer the full POP documents

- a. Unconditional Dip Test Authorization (UDTA)
- b. Fresh SGS Report (24/48 hours old)
- c. Injection Report
- d. Certificate of Origin
- e. Tank Storage Receipt (TSR)
- f. NCNDA / IMFPA
- g. Authorization to Sell and Collect (ATSC)

7. Buyer conducts dip test inspection on the product in seller tanks

8. Upon successful verification of the SGS, seller transfer product to buyer's tank. Buyer conduct dip test on the product in buyer's tank. Buyer pays for the total product.
9. Seller immediately transfers the title of product ownership to buyer with all export documents and commission is paid to all intermediaries within 48 hours upon receipt of buyer's payment and injection into buyer's tanks or vessels commences
10. Seller issues a contract for buyer's desired duration upon successful completion of the trial order. Subsequent monthly shipment continues as per terms and conditions of the sales and purchase agreement contract to be signed between buyer and seller.

OPTION 3

1. Buyer issues ICPO along with Company Certificate of Registration, and valid Tank Storage Agreement (TSA)
2. Seller issues Product Commercial Invoice (CI) with available quantity, Buyer signs and returns the Commercial Invoice (CI), alongside an acceptance letter to perform in accordance with the sales procedure
3. Seller issues to buyer "Product Injection Programming Agreement (PIPA)", which is to be completed by both buyer and its tank farm company within 72 hours alongside countersigned approved copies of CI.
4. Seller upon receipt of the completed Product Injection Programming Agreement (PIPA), issues below the listed POP documents;
 - a. Fresh SGS Report (24/48 hours old)
 - b. Authorization to Sell and Collect (ATSC)
 - c. Unconditional Dip Test Authorization (UDTA)
 - d. Terminal Clearance Certificate (TCC)
 - e. Authority to Verify (Physical)
 - f. Certificate of Origin
 - g. Tank Storage Receipt (TSR)
 - h. Export License
 - i. Product Passport
5. Buyer upon receipt of the above POP documents, verify documents, inspect product, provide

seller its valid Tank Storage Receipt (TSR) and injection commences into buyer's tanks while Dip Test follows.

6. Upon successful Dip Test exercise, buyer within 24 hours pays for total value of product and seller immediately transfers the Title of Product Ownership to buyer and commission is paid to all intermediaries upon receipt of buyer's payment and injection into buyer's tanks or vessels commences

7. Seller issues a contract for buyer's desired duration upon successful completion of the trial order.

Subsequent monthly shipment continues as per terms and conditions of the sales and purchase agreement contract to be signed between buyer and seller.

OPTION 4

1. Buyer issues ICPO and Company Registration Certificate or any I.D. with TSA for Seller's verification.

2. Seller Issue Draft Commercial Invoice, Buyer and Buyer's tank farm company completes and return to Seller within its validity.

3. Seller upon receipt of the above reverts with copies of the countersigned & legalized CI alongside full POP Documents as below listed:

- * Fresh SGS Report (not older than 48 hours)
- * Dip Test Authorization-Unconditional
- * Injection Report
- * Tank Storage Receipt with GPS Coordinates
- * Letter of Commitment to Supply.
- * Registration Certificate & Copy of Export License
- * Authority to Sell & Collect (ATSC)
- * ATV – For Physical Verification
- * Irrevocable Commitment to Supply for Spot and 12 months Contract
- * NCNDA/IMFPA

4. Buyer conduct Dip-Test in Seller's tank via SGS on Buyer's cost; Seller injects the fuel into

Buyer's tank and Buyer makes payment based on Q&Q by MT103 wire transfer/TT according to the final Commercial Invoice.

5. Seller transfers the title of ownership as per Buyer's instruction. Buyer lifts the product.

6. Seller pays all intermediaries involved in the transaction and subsequently monthly contract shipment continues as per terms and conditions of the Sales and Purchase Agreement contract between Buyer and Seller.

GUIDELINES TO NOTE WHEN PREPARING DOCUMENTS ICPO

1. Freshly dated (not older than 2 working days).
2. The letterhead is genuine, check for any signs of cut and paste or scan and edit. In the letterhead, we need complete company name, address, phone number, fax number and email address
3. The information's must be detailed and we need a specification.
4. The ICPO /LOI must be addressed to us Karahan Petrol AS END SELLER.



Viktor Alexandrov