

Date: 26th March, 2022

To: END BUYER

## **SOFT CORPORATE OFFER (“SCO”)**

***(No third-party financing, leasing, rental from a third-party instrument provider is accepted)***

We “BFA (THAILAND) COMPANY LIMITED.” hereby confirm with full corporate responsibility under the penalty of perjury, that we, as End Seller, are ready, willing and able to sell the offered “AU” Bullion Bars Commodity, as a private transaction, according to the terms and conditions stated below:

**Commodity:** International Precious Metal HS71081200 in Bar Importable and Exportable Worldwide Original GLD registered AU Bars in 1 Kg and 12.5 Kg weight (GLD expired recyclable and used). Customs tariff numbers/ Harmonized System Codes: 7108, 71081200, 71081300

**Shape / Size:** 1 Kg and 12.5 Kg Bars of AU Metal (1 Kg = 32.1507425 Fine Troy Ounces)

**Fineness/Purity:** 999.95% or 999.99% (24 CARATS, Minimum, Plus)

**Quantity:** XXX metric tons per year with Roll & Extension (**optional for Buyer**)

**First Tranche:** 1000 kilograms minimum purchase

**Other tranches:** To be agreed by both parties

**Country of Origin/Brand:** According to the list which will be mentioned on SPA (**option of the End Seller**)

**City/Country of Export:** Thailand / Canada / Switzerland / USA / Australia / Hong Kong /Singapore/United Kingdom (**option of the End Seller**)

**Delivery/Lifts:** DDP or CIF ASWP Airport or End Buyer's gold refinery (INCOTERMS 2010 or latest) (In terms of exporting, we will use third party logistics such as Brinks or Malca-Amit to handle shipping and customs clearance).

**Purchase Price:** The Discount **For order quantity more than 10 MT in each part** is Gross: Minus Eighteen Percent (-18%) Net: Minus Fifteen (-15%), LBMA London Price, **For order quantity less than 10 MT in each part** is Gross: Minus Ten Percent (-10%) NET Minus Seven Percent (-7%) to End Buyer based DDP or CIF ASWP Airport or End Buyer's gold refinery, [Country - Optional] per Kilogram based on Second Price Fixing at the LBMA on the prior day of execution for Good Delivery Bars with a minimum grade of 99.95% AU. In the event LBMA is not operating on that scheduled day, the price calculation shall be used based on the 2nd LBMA fixing of the Market opening day. Inclusive of Malca-Amit or Brink's Security Insurance.

*(The payment guarantee must cover 1,000 kg for the first shipment in order to obtain this price range. All bank-to-bank SWIFTs must be fully RMA established, authenticated and confirmed through the SWIFT headquarters in Brussels, Belgium and the internal department of the bank. Any intervention with SWIFT, offline SWIFT, dummy SWIFT, SWIFT misrepresentation or counterfeiting of SWIFT will be reported).*

**Discount Rate:**

**For order quantity more than 10 MT in each part** Gross: Minus Eighteen Percent (-18%) Net: Minus Fifteen (-15%), LBMA London Price,

**For order quantity less than 10 MT in each part** Gross: Minus Ten Percent (-10%) Net: Minus Seven (-7%), LBMA London Price

**Commission:**

One-point five percent (1.5%) for End Seller's representatives / one-point five percent (1.5%) for End Buyer's representatives, the End Seller is the commission payer.

**PACKING:**

Export Packing/Pallet by Metal Strapping/ Bubble Wrap & Insurance

**Payment Guarantee:**

**Optional;** Fully operational, Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Letter of Credit (LC) 100% at Sight OR Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Blocked Funds via SWIFT MT799, OR Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Standby Letter of Credit (SBLC) via MT760.

**Maturity:**

Gold expire / recyclable (1999-2016)

**Inspection:**

SGS or equivalent

**Procedure:**

**(End Buyer should strictly adhere to local imposed customs, export, civil and trade laws and INCOTERMS 2010 or latest)**

- 1) The End Seller issues an SCO to the End Buyer for review.
- 2) The End Buyer submits an LOI / ICPO with copy of passport & ATV Letter **(Only on End Buyer Letterhead, LOI has to be include End Buyer's Bank Account, Copy Pass, Certificate of company Registration AND Seller's Procedure, without ATV Letter LOI Rejected)**
- 3) The End Seller issues FCO to End Buyer and End Buyer accept it by sign FCO.
- 4) After mutual agreement at TTM (Due to the Covid-19 pandemic, electronics signature is acceptable), The End Buyer and the End Seller will sign and seal Sales and Purchase Agreement (SPA) with their full banking coordinates also sign separate NCNDA/IMFPA.
- 5) Both parties shall then each lodge one original copy of Sales and Purchase Agreement (SPA) with their respective banks.

- 6) Within three (3) banking days after submitted this Sales and Purchase Agreement (SPA) on both banks, the End Buyer's bank issues a SWIFT MT199 RWA and advise readiness to issue a PAYMENT GUARANTEE (Optional); **NON-OPERATIONAL, Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Letter of Credit (LC) 100% at Sight OR Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Blocked Funds via SWIFT MT799, OR Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Standby Letter of Credit (SBLC) via MT760.**
- 7) Within one (1) banking day of receipt of SWIFT MT199 RWA from the End Buyer's bank, and after authentication and confirmation by the End Seller's bank and SWIFT's head office in Brussels, Belgium, the bank of the End Seller issues the proof of product (POP) via SWIFT MT 600.
- 8) Within three (3) banking days of receiving the proof of product (POP) via SWIFT MT 600 from the End Seller, the End Buyer's bank will issue a **PAYMENT GUARANTEE (Optional); NON-OPERATIONAL, Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Letter of Credit (LC) 100% at Sight, OR Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Blocked Funds via SWIFT MT799, OR Irrevocable, Confirmed, Revolving, Non-Transferable and Non-assignable Standby Letter of Credit (SBLC) via MT760.**
- 9) Within three (3) banking days of receipt of a NON-OPERATIONAL PAYMENT GUARANTEE, the End Seller's bank issues a **2% PERFORMANCE BOND (PB) TO ACTIVATE** the NON-OPERATIONAL PAYMENT GUARANTEE of the End Buyer followed by a hard copy of the POP document sent to the End Buyer's bank via DHL comprising:
- THE INVITATION TO THE TTM, ISSUED BY THE DEPOSITORY, BASED ON THE DEPOSIT CONFIRMATION LETTER, TO INSPECT THE FIRST LIFT OF 10MT. ALTERNATIVELY, THIS INVITATION CAN BE SENT DIRECTLY FROM THE DEPOSITORY TO THE END BUYER.
  - SKR
  - CERTIFICATE OF OWNERSHIP
  - LOGISTICAL REPORTS
  - INSURANCE CONTRACT
- 8.1) The End Buyer has the option of not sending the MT199 and can issue a non-operational GUARANTEE OF PAYMENT to trigger and activate the End Seller's proof of product via SWIFT MT600, a hard copy of the proof of product (POP) via DHL, a 2% performance bond (P.B.) including all documents relating to the POP.*
- 10) The Buyer along with an assayer of his/her choice will then be invited to the End Seller's security warehouse for a physical viewing/inspection of the amount of Precious Metal for the first tranche within three (3) banking days.
- 11) Within three (3) banking days of the physical inspection, the End Seller will transport the mutually agreed quantity to the refinery designated by the End Buyer at the End Seller's expense **DDP or CIF ASWP Airport or End Buyer's gold refinery, [Country - Optional]** and the precious metal refining in the refinery of the End Buyer will be at the End Buyer's expense.
- 12) After refinement and the Refinery Final Assay Report issued by the End Buyer's refinery, the End Buyer will settle payment in full for an equal amount of precious metals within five (5) banking days to the End Seller. The transfer of the Precious Metal Holder is made against final payment. Then the title deed of equal amount will be transferred to the End Buyer. Payment will be made by

MT103 Cash Transfer without any delay within three (3) banking days after the issuance of the assay report by the **XXX** accredited refinery.

13) If the End Buyer does not wish to carry out a physical check in the end seller's security warehouse, the End seller must ship the product **within five (5) banking days following the bank confirmation of the payment guarantee that has become FULLY OPERATIONAL.**

14) Simultaneously with the payment to the End Seller's account, the End Seller is obligated to pay the commission of the intermediaries of both parties in accordance with the IMFPA which is incorporated as an important part of the agreement.

### **Important Notes:**

A- Physical inspection - Our private company's world-class vaults located in tax-free zones and/or bonded warehouses around the Bangkok region enable End Buyers to view, inspect and show high-value assets (gold bars) in secure, discreet, neutral and comfortable location.

B- The Seller will use Bangkok Bank to complete the transaction. Bangkok bank is NOT a bullion bank. They will not supply the MT600. We will use a third-party bank outside of Thailand. The banks that supply the MT600 are global banks that engage in bullion banking, including JP Morgan Chase & Co. and HSBC Holdings PLC, most of which are members of the London Bullion Market Association. We will use these banks as a third-party correspondent bank, as Thailand is NOT a "Bullion" country.

C- The recyclable gold stored in Thailand are foreign owners of 4 origins (no Thai because Thai gold has only 96.5% purity)

- London Bullion Market Association (LBMA)
- CME Group – Market Contract: COMEX
- Tokyo Commodity Exchange (TOCOM)
- Dubai Multi Commodities Centre (DMCC)

**Validity: this SCO is valid till 30.April. 2022 but can be modified without notice.**

**We would appreciate receiving your response as soon as possible.**

**Your kind attention is really precious to us and looking forward to a successful business relationship.**

Yours sincerely,

For and on behalf of: **BFA (THAILAND) COMPANY LIMITED**