
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 25, 2018**

US VR GLOBAL.COM INC.

Exact name of registrant as specified in its charter

Delaware (State or other jurisdiction of incorporation)	000-50413 (Commission File Number)	98-0407797 (IRS Employer Identification No.)
Lot A-2-10, Galeria Hartamas Jalan 26A/70A, Desa Sri Hartamas 50480 Kuala Lumpur, Malaysia (Address of principal executive offices)	50480 (Zip Code)	
603 6201 0069 (Registrant's telephone number, including area code)		
N/A (Former name or former address, if changed since last report)		

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01. Completion of Acquisition or Disposition of Assets.

As previously disclosed, on February 6, 2018, US VR Global.com Inc. (the “Company”), US VR Global Inc. (“US VR Sub”), each of the shareholders of US VR Sub who either executed a counterpart signature to the Share Exchange Agreement dated February 6, 2018 (the “Exchange Agreement”) or who executed a joinder agreement to the Exchange Agreement following the effective date of the Exchange Agreement but prior to the First Closing (as hereinafter defined) (such shareholders, the “US VR Sub Shareholders”), and Lai Chee Mei (Amanda) as representative of the US VR Sub Shareholders entered into the Exchange Agreement. Pursuant to the terms of the Exchange Agreement, (i) the Company agreed to acquire from the US VR Sub Shareholders all of the shares of common stock of US VR Sub held by such US VR Sub Shareholders in exchange for the issuance by the Company to the US VR Sub Shareholders of shares of the Company’s common stock and shares of the Company’s Series A preferred stock, and (ii) US VR Sub will become a wholly owned subsidiary of the Company.

Pursuant to the terms of the Exchange Agreement, at the first closing (the “First Closing”), each US VR Sub Shareholder agreed to exchange 51% of such US VR Sub Shareholder’s common stock of US VR Sub, with any partial shares resulting from such calculation being rounded to the nearest whole share, for shares of Company common stock, on the basis of one share of Company common stock for each three shares of US VR Sub common stock being exchanged at the First Closing, with any partial shares of Company common stock resulting from such calculation being rounded to the nearest whole share (the “Exchange Common Shares”). The First Closing occurred on February 6, 2018. As a result, at the First Closing, the US VR Sub Shareholders exchanged an aggregate of 378,000,124 shares of US VR Sub common stock, representing 51% of US VR Sub’s common stock, for 126,000,041 shares of Company common stock, representing 99.7% of the Company’s common stock, and US VR Sub became a majority owned subsidiary of the Company.

Pursuant to the terms of the Exchange Agreement, at the second closing (the “Second Closing”), each US VR Sub Shareholder agreed to exchange the balance of such US VR Sub Shareholder’s common stock of US VR Sub for shares of Company Series A preferred stock, on the basis of one share of Company Series A preferred stock for each three shares of US VR Sub common stock being exchanged at the Second Closing, with any partial shares of Series A preferred stock resulting from such calculation being rounded to the nearest whole share. (the “Exchange Preferred Shares” and together with the Exchange Common Shares, the “Exchange Shares”). The exchanges set forth above are together referred to herein as the “Share Exchange.” The Second Closing occurred on April 27, 2018. As a result of the Second Closing, US VR Sub became a wholly owned subsidiary of the Company.

Also on April 27, 2018, the Company issued Series A Preferred Stock (as defined below) to the US VR Sub stockholders at a 3 for 1 basis (three shares of US VR Sub stock for one share of Series A Preferred Stock). As a result, such US VR Sub stockholders hold 121,058,863 shares of Series A Preferred Stock, or a total of 100% of the outstanding Series A Preferred Stock.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 25, 2018, the Company filed an Amended and Restated Certificate of Incorporation (the “A&R Certificate”) with the Delaware Secretary of State. The A&R Certificate was approved by the Company’s board of directors and by a stockholder holding a majority of the voting power of our issued and outstanding capital stock. Set forth in the table below is a summary of the differences between the Company’s prior certificate of incorporation, as amended (the “Prior Certificate”) and the A&R Certificate.

	<i>Provision of Prior Certificate</i>	<i>Provision of A&R Certificate</i>
Registered Office	SECOND Its registered office in Delaware is to be located at 2771 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.	Section 2. The registered office of the Corporation is located at c/o Corporate Creations Network Inc., 3411 Silverside Road Rodney Building #104, Wilmington, DE 19810, New Castle County, or such other address as the Board shall from time to time select. The name and address of the registered agent of the Corporation in the State of Delaware is Corporate Creations Network Inc., 3411 Silverside Road Rodney Building #104, Wilmington, DE 19810, New Castle County, or such other agent and address as the Board shall from time to time select.
Purpose and Business	THIRD The purpose or purposes of the corporation shall be: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.	Section 3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the DGCL.
Rights and Privileges of Corporation	Not addressed	Section 3 sets forth various rights and privileges of corporation including power to make contracts, purchase and convey real and personal property, appoint officers and agents, adopt and use a common seal or stamp, borrow money, and guarantee/assign/transfer shares of the capital stock in addition to others.

Provision of Prior Certificate

Provision of A&R Certificate

Description of Capital Stock	FOURTH The amount of total authorized stock which the Corporation shall have authority to issue is two hundred million (200,000,000) shares of common stock, par value \$0.001 per share and thirty million (30,000,000) shares of preferred stock, par value of \$0.001 per share shall remain the same.	Section 5(a) The total number of shares of all classes of stock, which the Corporation shall have authority to issue shall be two billion (2,000,000,000) shares of common stock, par value of \$0.0001 per share (the "Common Stock") and five hundred million (500,000,000) shares of preferred stock, par value of \$0.0001 per share (the "Preferred Stock").
Reverse Stock Split of Common Stock	FOURTH Each one hundred (100) shares of common stock issued and outstanding shall automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of common stock ("Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of common stock shall be rounded up to the next whole share of common stock.	Not applicable.
Preemptive Rights of Common Stock	Not addressed	Section 4(b)(i) No stockholders of the Corporation holding Common Stock shall have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges unless so authorized by the Corporation.
Voting Rights and Powers of Common Stock	Not addressed	Section 4(b)(ii) With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of the Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Common Stock standing in his/her name.
Cash Dividends	Not addressed	Section 4(b)(iii)(A) Subject to the rights of holders of Preferred Stock, holders of Common Stock shall be entitled to receive such cash dividends as may be declared thereon by the Board from time to time out of assets of funds of the Corporation legally available therefore.
Other Dividends and Distributions of Common Stock	Not addressed	Section 4(b)(iii)(B) The Board may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock.
Other Rights of Common Stock	Not addressed	Section 4(b)(iv) Except as otherwise required by the DGCL and as may otherwise be provided in these Certificate of Incorporation, each share of the Common Stock shall have identical powers, preferences and rights, including rights in liquidation.

Provision of Prior Certificate

Provision of A&R Certificate

Classes of Preferred Stock	Not addressed	Section 4(c) The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board in its sole discretion.
Authority of Board to fix powers, rights, restrictions of preferred stock	Not addressed.	Section 4(c)(i) – 4(c)(ix) describes the authority of the Board to determine various powers, rights, and restrictions pertaining to the preferred stock
Adoption of Bylaws	SIXTH The Board of Directors shall have the power to adopt, amend or repeal the by-laws.	Section 5 In the furtherance and not in limitation of the powers conferred by statute and subject to Section 6, the Board is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the bylaws of the Corporation. Section 3(g) Corporation shall have power to make bylaws not inconsistent with the constitution or laws of the United States or of the State of Delaware.
Stockholder Amendment of Bylaws	Not addressed.	Section 6 Notwithstanding Section 5, the Bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than fifty-one percent (51%) of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class.
Management of Corporation	Not addressed.	Section 7. <u>Board of Directors</u> . The business and affairs of the Corporation shall be managed by and under the direction of the Board. Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, the number of directors of the Corporation may be amended from time to time as set forth in the Bylaws.
Composition of Board	Not addressed.	Section 7. As of the date hereof the Board shall consist of three (3) persons. The directors of the Corporation as of the date hereof shall be as follows: <ul style="list-style-type: none">- Ramelle Ashram Bin Ramli- Jaime Alexander Louis Terauds- Lai Chee Mei (Amanda)
Address of Board Members	Not addressed.	Section 7. The mailing address of each of the forgoing is c/o Corporate Creations Network Inc., 3411 Silverside Road Rodney Building #104, Wilmington, DE 19810, New Castle County.

Provision of Prior Certificate

Provision of A&R Certificate

Term of Board
of Directors

Not addressed.

Section 8. Except as otherwise required by applicable law, each director shall serve for a term ending on the date of the first Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") following the Annual Meeting at which such director was elected. All directors shall have equal standing. Notwithstanding the foregoing provisions of this Section 8, each director shall serve until their successor is elected and qualified or until his death, resignation or removal and no decrease in the authorized number of directors shall shorten the term of any incumbent director, and additional directors, elected in connection with rights to elect such additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such class or series.

Vacancies on
Board of
Directors

Not addressed.

Section 9. Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board resulting from death, resignation, removal, or other causes, shall be filled solely by the quorum of the Board. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occurs.

Removal of
Directors

Not addressed.

Section 10. Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, any director may be removed from office only by the affirmative vote of the holders of not less than two-thirds (2/3) of the voting power of the issued and outstanding stock entitled to vote. Failure of an incumbent director to be nominated to serve an additional term of office shall not be deemed a removal from office requiring any stockholder vote.

Stockholder
Action

Not addressed.

Section 11. Any action required or permitted to be taken by the stockholders of the Corporation at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation may be authorized or taken by the written consent of the holders of outstanding shares of voting stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law and this Certificate of Incorporation have been satisfied.

Provision of Prior Certificate

Provision of A&R Certificate

Special Stockholder Meeting	Not addressed.	Section 12. Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by a majority of the Board. Special meetings may not be called by any other person or persons. Each special meeting shall be held at such date and time as is requested by Board, within the limits fixed by law.
Location of Stockholder Meetings	Not addressed.	Section 13. Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws.
Private Property of Stockholders	Not addressed.	Section 14. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever and the stockholders shall not be personally liable for the payment of the Corporation's debts.
Amendments	Not addressed.	Section 15. The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in these Certificate of Incorporation in the manner now or hereafter prescribed by applicable law and all rights conferred on stockholders herein granted subject to this reservation.
Term of Existence	Not addressed.	Section 16. The Corporation is to have perpetual existence.
Fiduciary Duty and Liability of Directors	SEVENTH No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit.	Section 17. No director of this Corporation shall have personal liability to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officers involving any act or omission of any such director or officer. The foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or, which involve intentional misconduct or a knowing violation of law, (iii) under applicable Sections of the DGCL, (iv) the payment of dividends in violation of the DGCL or, (v) for any transaction from which the director derived an improper personal benefit.
Effect of repeal or modification on Liability of Directors	SEVENTH No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.	Section 17. Any repeal or modification of this Section 17 by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.
Indemnification	Not addressed.	Sections 18(a) – 18(e) provides for the indemnification of the Corporation's officers and directors.

Provision of Prior Certificate

Provision of A&R Certificate

Forum Selection Not addressed.

Section 19(a) Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) an action asserting a claim arising pursuant to any provision of the DGCL, or (iv) any action asserting a claim governed by the internal affairs doctrine shall be a state or federal court located within the state of Delaware, in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants.

Attorneys' Fees Not addressed.

Section 19(b) If any action is brought by any party against another party, relating to or arising out of these Certificate of Incorporation, or the enforcement hereof, the prevailing party shall be entitled to recover from the other party reasonable attorneys' fees, costs and expenses incurred in connection with the prosecution or defense of such action. For purposes of these Certificate of Incorporation, the term "attorneys' fees" or "attorneys' fees and costs" shall mean the fees and expenses of counsel to the parties hereto, which may include printing, photocopying, duplicating and other expenses, air freight charges, and fees billed for law clerks, paralegals and other persons not admitted to the bar but performing services under the supervision of an attorney, and the costs and fees incurred in connection with the enforcement or collection any judgment obtained in any such proceeding. The provisions of this Section 19 shall survive the entry of any judgment, and shall not merge, or be deemed to have merged, into any judgment.

Headings Not addressed.

Section 20. The headings contained herein are for convenience only, do not constitute a part of this Certificate of Incorporation and shall not be deemed to limit or affect any of the provisions hereof.

The foregoing description of the A&R Certificate does not purport to be complete and is qualified in its entirety by reference to the A&R Certificate filed as Exhibit 3.1 hereto and incorporated herein by reference.

On April 26, 2018, the Company filed a certificate of designations (the "Certificate of Designations") for the Company's Series A convertible preferred stock (the "Series A Preferred Stock") consisting of 121,058,863 shares, with the following designations, powers, preferences and relative and other special rights and the following qualifications, limitations and restrictions:

(a) Number and Stated Value. The number of authorized shares of the Series A Preferred Stock is 121,058,863 shares. Each share of Series A Preferred Stock has a stated value of \$2.79 (the "Stated Value").

(b) Dividends.

- (i) Holders of shares of Series A Preferred Stock (the "Series A Holders") are entitled to receive, and the Corporation will pay, whether or not declared by the Board of Directors, dividends on shares of Series A Preferred Stock, to be paid on each share of Series A Preferred Stock, in cash, as follows:
 - (A) a dividend equal to 1% of the Stated Value, to be paid on the second anniversary of the issuance of the applicable shares of Series A Preferred Stock;
 - (B) a dividend equal to 2% of the Stated Value, to be paid on the third anniversary of the issuance of the applicable shares of Series A Preferred Stock;
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- (C) a dividend equal to 2% of the Stated Value, to be paid on the fourth anniversary of the issuance of the applicable shares of Series A Preferred Stock; and
- (D) a dividend equal to 2% of the Stated Value, to be paid on the fifth anniversary of the issuance of the applicable shares of Series A Preferred Stock.

(c) Participation. The Series A Preferred Stock will not participate in any distributions or payments to the holders of the Common Stock.

(d) Vote. The Series A Preferred Stock has no voting rights other than as set forth in clause (h) below.

(e) Conversion. Initially, and subject to the limitations herein, each share of Series A Preferred Stock will automatically convert or will be convertible at the election of the Series A Holder, as set forth below, into one share of Common Stock, subject to adjustment as set forth herein (the "Series A Conversion Shares"). A Series A Holder may elect to convert the Series A Preferred Stock into Series A Conversion Shares at any time after the one year anniversary of the issuance thereof and prior to the five year anniversary of the issuance thereof (each an "Elective Conversion"). To the extent not converted to Series A Conversion Shares as of the fifth anniversary of the issuance thereof, such shares of Series A Preferred Stock will automatically convert to Series A Conversion Shares on the date that is the fifth anniversary of the issuance thereof (each an "Automatic Conversion").

(f) Adjustment. In the event of any forward or reverse split of the Common Stock, the conversion ratio of the Series A Preferred Stock shall be proportionately and equitably adjusted automatically.

(g) No Reissuance. Any shares of Series A Preferred Stock converted into Common Stock pursuant to the terms herein may not be reissued by the Corporation.

(h) Amendment of Certificate. The Corporation may not amend (including by merger, consolidation or otherwise) this Certificate of Designation in any manner without the approval of the holders of a majority of the outstanding shares of Series A Preferred Stock voting as a separate class.

The foregoing description of the Certificate of Designations does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designations filed as Exhibit 3.2 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
3.1	<u>Amended and Restated Certificate of Incorporation of the registrant.</u>
3.2	<u>Certificate of Designations of Series A Convertible Preferred Stock of the registrant.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

US VR GLOBAL.COM INC.

Date: May 1, 2018

/s/ Ramelle Ramli

Ramelle Ramli

Chief Executive Officer and Chairman

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
US VR Global.com Inc.

US VR Global.com Inc. (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is September 19, 2003 (as amended to date, the "Certificate of Incorporation")

SECOND: This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation in its entirety.

THIRD: This Amended and Restated Certificate of Incorporation has been duly approved and adopted in accordance with the provisions of Sections 141, 228, 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation.

FOURTH: The Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

Section 1. Name. The name of the corporation is US VR Global.com Inc. (the "Corporation").

Section 2. Registered Office and Agent. The registered office of the Corporation is located at c/o Corporate Creations Network Inc., 3411 Silverside Road Rodney Building #104, Wilmington, DE 19810, New Castle County, or such other address as the Board of Directors of the Corporation (the "Board") shall from time to time select. The name and address of the registered agent of the Corporation in the State of Delaware is Corporate Creations Network Inc., 3411 Silverside Road Rodney Building #104, Wilmington, DE 19810, New Castle County, or such other agent and address as the Board of Directors of the Corporation (the "Board") shall from time to time select

Section 3. Purpose and Business. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the DGCL, including, but not limited to the following:

- (a) The Corporation may at any time exercise such rights, privileges, and powers, when not inconsistent with the purposes and object for which this corporation is organized.
 - (b) The Corporation shall have power to have succession by its corporate name in perpetuity, or until dissolved and its affairs wound up according to law;
 - (c) The Corporation shall have power to sue and be sued in any court of law or equity.
 - (d) The Corporation shall have power to make contracts.
 - (e) The Corporation shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Delaware, or in any other state, territory or country.
 - (f) The Corporation shall have power to appoint such officers and agents as the affairs of the Corporation shall require and allow them suitable compensation.
 - (g) The Corporation shall have power to make bylaws not inconsistent with the constitution or laws of the United States, or of the State of Delaware, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business and the calling and holding of meetings of stockholders.
 - (h) The Corporation shall have the power to wind up and dissolve itself, or be wound up or dissolved.
 - (i) The Corporation shall have the power to adopt and use a common seal or stamp, or to not use such seal or stamp and if one is used, to alter the same. The use of a seal or stamp by the Corporation on any corporate documents is not necessary. The Corporation may use a seal or stamp, if it desires, but such use or non-use shall not in any way affect the legality of the document.
 - (j) The Corporation shall have the power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for another lawful object.
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(k) The Corporation shall have the power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence in indebtedness created by any other corporation or corporations in the State of Delaware, or any other state or government and, while the owner of such stock, bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(l) The Corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock and use therefore its capital, capital surplus, surplus or other property or fund.

(m) The Corporation shall have to conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Delaware and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any foreign country.

(n) The Corporation shall have the power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of incorporation, or any amendments thereof, or necessary or incidental to the protection and benefit of the Corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether or not such business is similar in nature to the purposes set forth in the Certificate of incorporation of the Corporation, or any amendment thereof.

(o) The Corporation shall have the power to make donations for the public welfare or for charitable, scientific or educational purposes.

(p) The Corporation shall have the power to enter partnerships, general or limited, or joint ventures, in connection with any lawful activities.

Section 4. Capital Stock.

(a) Classes and Number of Shares. The total number of shares of all classes of stock, which the Corporation shall have authority to issue shall be two billion (2,000,000,000) shares of common stock, par value of \$0.0001 per share (the "Common Stock") and five hundred million (500,000,000) shares of preferred stock, par value of \$0.0001 per share (the "Preferred Stock").

(b) Powers and Rights of Common Stock.

(i) Preemptive Right. No stockholders of the Corporation holding Common Stock shall have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges unless so authorized by the Corporation.

(ii) Voting Rights and Powers. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of the Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Common Stock standing in his/her name.

(iii) Dividends and Distributions.

(A) Cash Dividends. Subject to the rights of holders of Preferred Stock, holders of Common Stock shall be entitled to receive such cash dividends as may be declared thereon by the Board from time to time out of assets of funds of the Corporation legally available therefore; and

(B) Other Dividends and Distributions. The Board may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock.

(iv) Other Rights. Except as otherwise required by the DGCL and as may otherwise be provided in these Certificate of Incorporation, each share of the Common Stock shall have identical powers, preferences and rights, including rights in liquidation.

(c) Classes of Preferred Stock. The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board in its sole discretion, authority to do so being hereby expressly vested in the Board. The authority of the Board with respect to each such series of Preferred Stock will include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (i) The number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (ii) the voting powers, if any, of the shares of such series and whether such voting powers are full or limited;
- (iii) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- (iv) whether dividends, if any, will be cumulative or noncumulative, the dividend rate or rates of such series and the dates and preferences of dividends on such series;
- (v) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (vi) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity, and the rates or other determinants of conversion or exchange applicable thereto;
- (vii) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;
- (viii) the provisions, if any, of a sinking fund applicable to such series; and
- (ix) any other relative, participating, optional or other powers, preferences or rights, and any qualifications, limitations or restrictions thereof, of such series.

(d) Issuance of the Common Stock and the Preferred Stock. The Board may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in these Certificate of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration and in the case of the Preferred Stock, in one or more series, all as the Board in its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The Board, from time to time, also may authorize, by resolution, options, warrants and other rights convertible into Common or Preferred stock (collectively "securities.") The securities must be issued for such consideration, including cash, property, or services, as the Board may deem appropriate, subject to the requirement that the value of such consideration be no less than the par value of the shares issued. Any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon, provided that the actual value of such consideration is not less than the par value of the shares so issued. The Board may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock only to the then holders of the outstanding shares of the Common Stock.

(e) Cumulative Voting. Except as otherwise required by applicable law, there shall be no cumulative voting on any matter brought to a vote of stockholders of the Corporation.

(f) One Class. Except as otherwise required by the DGCL, this Certificate of Incorporation, or any designation for a class of Preferred Stock (which may provide that an alternate vote is required), (i) all shares of capital stock of the Corporation shall vote together as one class on all matters submitted to a vote of the stockholders of the Corporation; and (ii) the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the applicable matter shall be required for approval of such matter. For the avoidance of doubt, any increase or decrease in the authorized number of shares of a class of stock of the Corporation may be approved by the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote, and no class of stock (including the class for which the number of authorized shares is being increased or decreased) shall have the right to vote on such increase or decrease as a class, notwithstanding anything to the contrary in Section 242 of the DGCL, except with respect to any class of Preferred Stock for which the designation specifically provides that a vote of such class of Preferred Stock shall be required, as a class standing alone, for any of the foregoing. To the maximum extent permitted by the DGCL, Common Stock shall not have any right to vote on any amendment to this Certificate of Incorporation or any designation related to any Preferred Stock with respect to any changes that relate solely to the terms of one or more classes or series of Preferred Stock.

Section 5. Adoption of Bylaws. In the furtherance and not in limitation of the powers conferred by statute and subject to Section 6, the Board is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the bylaws of the Corporation (the "Bylaws").

Section 6. Stockholder Amendment of Bylaws. Notwithstanding Section 5, the Bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than fifty-one percent (51%) of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class.

Section 7. Board of Directors. The business and affairs of the Corporation shall be managed by and under the direction of the Board. As of the date hereof the Board shall consist of three (3) persons. The directors of the Corporation as of the date hereof shall be as follows:

Ramelle Ashram Bin Ramli
Jaime Alexander Louis Terauds
Amanda Lai

The mailing address of each of the forgoing is c/o Corporate Creations Network Inc., 3411 Silverside Road Rodney Building #104, Wilmington, DE 19810, New Castle County. Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, the number of directors of the Corporation may be amended from time to time as set forth in the Bylaws.

Section 8. Term of Board of Directors. Except as otherwise required by applicable law, each director shall serve for a term ending on the date of the first Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") following the Annual Meeting at which such director was elected. All directors shall have equal standing. Notwithstanding the foregoing provisions of this Section 8, each director shall serve until their successor is elected and qualified or until his death, resignation or removal and no decrease in the authorized number of directors shall shorten the term of any incumbent director, and additional directors, elected in connection with rights to elect such additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such class or series.

Section 9. Vacancies on Board of Directors. Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board resulting from death, resignation, removal, or other causes, shall be filled solely by the quorum of the Board. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occurs.

Section 10. Removal of Directors. Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, any director may be removed from office only by the affirmative vote of the holders of not less than two-thirds (2/3) of the voting power of the issued and outstanding stock entitled to vote. Failure of an incumbent director to be nominated to serve an additional term of office shall not be deemed a removal from office requiring any stockholder vote.

Section 11. Stockholder Action. Any action required or permitted to be taken by the stockholders of the Corporation at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation may be authorized or taken by the written consent of the holders of outstanding shares of voting stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law and this Certificate of Incorporation have been satisfied.

Section 12. Special Stockholder Meeting. Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by a majority of the Board. Special meetings may not be called by any other person or persons. Each special meeting shall be held at such date and time as is requested by Board, within the limits fixed by law.

Section 13. Location of Stockholder Meetings. Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws.

Section 14. Private Property of Stockholders. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever and the stockholders shall not be personally liable for the payment of the Corporation's debts.

Section 15. Amendments. The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in these Certificate of Incorporation in the manner now or hereafter prescribed by applicable law and all rights conferred on stockholders herein granted subject to this reservation.

Section 16. Term of Existence. The Corporation is to have perpetual existence.

Section 17. Liability of Directors. No director of this Corporation shall have personal liability to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officers involving any act or omission of any such director or officer. The foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or, which involve intentional misconduct or a knowing violation of law, (iii) under applicable Sections of the DGCL, (iv) the payment of dividends in violation of the DGCL or, (v) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 17 by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

Section 18. Indemnification.

(a) Each person (including here and hereinafter, the heirs, executors, administrators or estate of such person) (1) who is or was a director or officer of the Corporation or who is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, or (2) who is or was an agent or employee (other than an officer) of the Corporation and as to whom the Corporation has agreed to grant such indemnity, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee, or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

(b) The rights granted under Section 18(a) shall include the right to be paid by the Corporation the expenses (including, without limitation, attorneys' fees and expenses) incurred in defending any such proceeding in advance of its final disposition (an "advancement of expenses"); except that, if the DGCL so requires, an advancement of expenses incurred by a beneficiary in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such beneficiary, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such beneficiary, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such beneficiary is not entitled to be indemnified for such expenses under this Section 18(b) or otherwise. The rights to indemnification and to the advancement of expenses conferred in this Section 18 shall be contract rights and such rights shall continue as to a beneficiary who has ceased to be a director or officer and shall inure to the benefit of the beneficiary's heirs, executors and administrators. No amendment to this Section 18 that limits the Corporation's obligation regarding advancement of expenses shall have any effect on that right for a claim arising out of an act or omission that occurs prior to the date of the amendment.

(c) The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation or an administrator or fiduciary with respect to any employee benefit plan to the fullest extent of the provisions of this Section 18 with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

(d) Any indemnification or advancement of expenses made pursuant to this Section 18 shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, these Certificate of Incorporation, the Bylaws or any agreement, vote of stockholders or disinterested directors or otherwise.

(e) If this Section 18 or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation to the fullest extent permitted by all portions of this Section 18 that has not been invalidated and to the fullest extent permitted by law.

Section 19. Forum Selection, Attorneys' Fees.

(a) Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) an action asserting a claim arising pursuant to any provision of the DGCL, or (iv) any action asserting a claim governed by the internal affairs doctrine shall be a state or federal court located within the state of Delaware, in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants.

(b) If any action is brought by any party against another party, relating to or arising out of these Certificate of Incorporation, or the enforcement hereof, the prevailing party shall be entitled to recover from the other party reasonable attorneys' fees, costs and expenses incurred in connection with the prosecution or defense of such action. For purposes of these Certificate of Incorporation, the term "attorneys' fees" or "attorneys' fees and costs" shall mean the fees and expenses of counsel to the parties hereto, which may include printing, photocopying, duplicating and other expenses, air freight charges, and fees billed for law clerks, paralegals and other persons not admitted to the bar but performing services under the supervision of an attorney, and the costs and fees incurred in connection with the enforcement or collection any judgment obtained in any such proceeding. The provisions of this Section 19 shall survive the entry of any judgment, and shall not merge, or be deemed to have merged, into any judgment.

Section 20. Headings. The headings contained herein are for convenience only, do not constitute a part of this Certificate of Incorporation and shall not be deemed to limit or affect any of the provisions hereof.

IN WITNESS WHEREOF, the undersigned has caused this Amended and Restated Certificate of Incorporation to be duly executed in its corporate name by its duly authorized officer on this 25th day of April, 2018.

By: /s/ Ramelle Ashram Bin Ramli

Name: Ramelle Ashram Bin Ramli

Title: Chief Executive Officer

**CERTIFICATE OF DESIGNATIONS OF PREFERENCES AND RIGHTS OF
SERIES A CONVERTIBLE PREFERRED STOCK**

OF

US VR Global.com Inc.

a Delaware corporation

Section 151 of the General Corporation Law of the State of Delaware

US VR Global.com Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

That, pursuant to authority conferred upon the Board of Directors by the Certificate of Incorporation of said corporation, and pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, said Board of Directors, at a meeting duly held on April 26, 2018 adopted a resolution providing for the creation of a series of 121,058,863 shares of Preferred Stock which resolution is as follows:

RESOLVED, that pursuant to the authority expressly granted to and vested in the Board of Directors of the Company by provisions of the Certificate of Incorporation of the Company (the "Certificate of Incorporation"), there hereby is created out of the shares of the Company's preferred stock, par value \$0.0001 per share, authorized in Section 4(c) of the Certificate of Incorporation, as amended (the "Preferred Stock"), a series of Preferred Stock of the Company, to be named "Series A Convertible Preferred Stock," consisting of 121,058,863 shares, which series shall have the following designations, powers, preferences and relative and other special rights and the following qualifications, limitations and restrictions:

Section 1. Powers and Rights of Series A Convertible Preferred Stock. There is hereby designated a class of Preferred Stock of the Corporation as "Series A Convertible Preferred Stock", par value \$0.0001 per share (the "Series A Preferred Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Series A Preferred Stock shall be as set forth in this Certificate of Designations.

(a) Number and Stated Value. The number of authorized shares of the Series A Preferred Stock is 121,058,863 shares. Each share of Series A Preferred Stock shall have stated value of \$2.79 (the "Stated Value").

(b) Dividends.

- (i) Holders of shares of Series A Preferred Stock (the "Series A Holders") shall be entitled to receive, and the Corporation shall pay, whether or not declared by the Board of Directors, dividends on shares of Series A Preferred Stock, to be paid on each share of Series A Preferred Stock, as follows:
 - (A) a dividend equal to 1% of the Stated Value, to be paid on the second anniversary of the issuance of the applicable shares of Series A Preferred Stock;
 - (B) a dividend equal to 2% of the Stated Value, to be paid on the third anniversary of the issuance of the applicable shares of Series A Preferred Stock;
 - (C) a dividend equal to 2% of the Stated Value, to be paid on the fourth anniversary of the issuance of the applicable shares of Series A Preferred Stock; and
 - (D) a dividend equal to 2% of the Stated Value, to be paid on the fifth anniversary of the issuance of the applicable shares of Series A Preferred Stock.
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- (ii) The Dividend shall be paid in cash.
 - (iii) Other than as set forth in this Section 1(b) or in Section 1(c), the Series A Preferred Stock shall have no dividend rights except as may be declared by the Board of Directors in its sole and absolute discretion, out of funds legally available for that purpose.
- (c) Participation. The Series A Preferred Stock shall not participate in any distributions or payments to the holders of the Common Stock.
- (d) Vote. The Series A Preferred Stock shall have no voting rights other than as set forth in Section 1(i).
- (e) Conversion. Initially, and subject to the limitations herein, each share of Series A Preferred Stock shall automatically convert or shall be convertible at the election of the Series A Holder, as set forth below, into one share of Common Stock, subject to adjustment as set forth herein (the “Series A Conversion Shares”). A Series A Holder may elect to convert the Series A Preferred Stock into Series A Conversion Shares at any time after the one year anniversary of the issuance thereof and prior to the five year anniversary of the issuance thereof (each an “Elective Conversion”). To the extent not converted to Series A Conversion Shares as of the fifth anniversary of the issuance thereof, such shares of Series A Preferred Stock shall automatically convert to Series A Conversion Shares on the date that is the fifth anniversary of the issuance thereof (each an “Automatic Conversion”)
- (f) Mechanics of Conversion
- (i) Elective Conversion and Delivery of Series A Conversion Shares Upon Conversion. Pursuant to an Elective Conversion, shares of Series A Preferred Stock may be converted into Series A Conversion Shares at any time upon the election of the Series A Holder holding such Shares of Series A Preferred Stock. A Series A Holder shall effect conversions pursuant to this Section 1(f) by providing the Corporation with the form of conversion notice attached hereto as Annex A (a “Series A Notice of Conversion”), executed by the applicable Series A Holder. Each Series A Notice of Conversion shall specify the date on which such conversion is to be effected, which date may not be prior to the date of delivery of the Series A Notice of Conversion to the Corporation (such date, the “Series A Conversion Date”). If no Series A Conversion Date is specified in a Series A Notice of Conversion, the Series A Conversion Date shall be the date that such Series A Notice of Conversion to the Corporation is deemed delivered hereunder. No ink-original Series A Notice of Conversion shall be required, nor shall any medallion guarantee (or other type of guarantee or notarization) of any Series A Notice of Conversion form be required. Not later than two (2) Business Days (as defined below) after each Series A Conversion Date the Corporation shall deliver, or cause to be delivered, to the converting Series A Holder the number of Series A Conversion Shares being acquired upon the conversion of the Series A Preferred Stock. To effect conversions of shares of Series A Preferred Stock, a Series A Holder shall be required to surrender the certificate(s) representing the shares of Series A Preferred Stock to the Corporation and the Corporation shall, if less than all of the shares of Series A Preferred Stock represented by such certificate(s) are being converted, return to such Series A Holder, together with any certificate representing the Series A Conversion Shares, if applicable, a new certificate for the remaining shares of Series A Preferred Stock. For purposes hereof, “Business Day” means any day except any Saturday, any Sunday, any day which is a federal legal holiday in the United States or any day on which banking institutions in the State of Delaware are authorized or required by law or other governmental action to close.
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- (ii) Automatic Conversion. Pursuant to an Automatic Conversion, shares of Series A Preferred Stock shall be automatically converted into Series A Conversion Shares without any action of the Series A Holder(s) holding such Shares of Series A Preferred Stock on the fifth anniversary of the issuance date of the applicable shares of Series A Preferred Stock. A Series A Holder shall not be required to deliver a Series A Notice of Conversion with respect to any Automatic Conversion but shall execute such additional documents as reasonably required by the Corporation with respect to any such Automatic Conversion, and shall surrender the certificate(s) representing the shares of Series A Preferred Stock to the Corporation.
- (iii) Fractional Shares. No fractional shares or scrip representing fractional shares shall be issued upon the conversion of the Series A Preferred Stock. As to any fraction of a share which the Series A Holder would otherwise be entitled to purchase upon such conversion, the Corporation shall at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors, or round up to the next whole share of Common Stock.
- (iv) Transfer Taxes and Expenses. The issuance of Series A Conversion Shares on conversion of Series A Preferred Stock shall be made without charge to any Series A Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such Series A Conversion Shares, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such Series A Conversion Shares upon conversion in a name other than that of the Series A Holders of such shares of Series A Preferred Stock and the Corporation shall not be required to issue or deliver such Series A Conversion Shares unless or until the Person (as defined below) or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid. For purposes hereof, "Person" means an individual or corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or subdivision thereof) or other entity of any kind.
- (g) Adjustment. In the event of any forward or reverse split of the Common Stock, the conversion ratio of the Series A Preferred Stock shall be proportionately and equitably adjusted automatically. By way of example and not limitation, in the event of a two-for-one reverse split of the Common Stock, whereby each share of Common Stock is converted into one half of a share of Common Stock, each share of Series A Preferred Stock not so converted as of such time shall thereafter be convertible into one half (1/2) of a share of Common Stock. By way of further example and not limitation, in the event of a two-for-one forward split of the Common Stock, whereby each one share of Common Stock is converted into two shares of Common Stock, each share of Series A Preferred Stock not so converted as of such time shall thereafter be convertible into two (2) shares of Common Stock.
- (h) No Reissuance. Any shares of Series A Preferred Stock converted into Common Stock pursuant to the terms herein may not be reissued by the Corporation.
- (i) Amendment of Certificate. The Corporation may not amend (including by merger, consolidation or otherwise) this Certificate of Designation in any manner without the approval of the holders of a majority of the outstanding shares of Series A Preferred Stock voting as a separate class.
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Section 2. Miscellaneous.

(a) Notices. Any and all notices or other communications or deliveries to be provided by the Series A Holders shall be in writing and delivered personally, by facsimile, via email with return receipt requested, sent by a nationally recognized overnight courier service, addressed to the Corporation at the primary offices of the Corporation. Any and all notices or other communications or deliveries to be provided by the Corporation hereunder shall be in writing and delivered personally, by facsimile, via email with return receipt requested, sent by a nationally recognized overnight courier service addressed to each Series A Holder at the email, facsimile, telephone number or address of such Series A Holder appearing on the books of the Corporation, or if no such facsimile telephone number or address appears, at the principal place of business of the Series A Holder. Any notice or other communication or deliveries hereunder shall be deemed given and effective on the earliest of (i) the date of transmission, if such notice or communication is delivered via facsimile at the facsimile telephone number specified in this Section 2(a) prior to 5:30 p.m. (Eastern time); (ii) upon receipt of a return receipt if sent via email; (iii) the date after the date of transmission, if such notice or communication is delivered via facsimile at the facsimile telephone number specified in this Section 2(a) later than 5:30 p.m. (Eastern time) on any date and earlier than 11:59 p.m. (Eastern time) on such date, (iv) the second Business Day (as defined below) following the date of mailing, if sent by nationally recognized overnight courier service, or (v) upon actual receipt by the party to whom such notice is required to be given.

(b) Legend. Any certificates representing the Series A Preferred Stock shall bear a restrictive legend in substantially the following form (and a stop transfer order may be placed against transfer of such stock certificates):

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR REGISTERED NOR QUALIFIED UNDER ANY STATE SECURITIES LAWS. SUCH SECURITIES MAY NOT BE OFFERED FOR SALE, SOLD, DELIVERED AFTER SALE, TRANSFERRED, PLEDGED, OR HYPOTHECATED UNLESS QUALIFIED AND REGISTERED UNDER APPLICABLE STATE AND FEDERAL SECURITIES LAWS OR UNLESS, IN THE OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE CORPORATION, SUCH QUALIFICATION AND REGISTRATION IS NOT REQUIRED. ANY TRANSFER OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE IS FURTHER SUBJECT TO OTHER RESTRICTIONS, TERMS AND CONDITIONS WHICH ARE SET FORTH HEREIN.

(c) Lost or Mutilated Series A Preferred Stock Certificate. If a Series A Holder's Series A Preferred Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the shares of Series A Preferred Stock so mutilated, lost, stolen or destroyed but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof, and indemnity, if requested, all reasonably satisfactory to the Corporation.

(d) Interpretation. If any Series A Holder shall commence an action or proceeding to enforce any provisions of this Certificate of Designations, then the prevailing party in such action or proceeding shall be reimbursed by the other party for its attorney's fees and other costs and expenses incurred with the investigation, preparation and prosecution of such action or proceeding.

(e) Waiver. Any waiver by the Corporation or the Series A Holder of a breach of any provision of this Certificate of Designations shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designations. The failure of the Corporation or the Series A Holder to insist upon strict adherence to any term of this Certificate of Designations on one or more occasions shall not be considered a waiver or deprive that party of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designations. Any waiver must be in writing.

(f) Severability. If any provision of this Certificate of Designations is invalid, illegal or unenforceable, the balance of this Certificate of Designations shall remain in effect, and if any provision is inapplicable to any person or circumstance, it shall nevertheless remain applicable to all other persons and circumstances. If it shall be found that any interest or other amount deemed interest due hereunder violates applicable laws governing usury, the applicable rate of interest due hereunder shall automatically be lowered to equal the maximum permitted rate of interest.

(g) Duty. Notwithstanding any contrary provisions of the Delaware General Corporation law and any other provisions of Delaware law, including any judicial decisions, the directors of the Corporation shall owe the Series A Holders the same fiduciary duty as that owed to holders of the Corporation's Common Stock.

IN WITNESS WHEREOF, US VR Global.com Inc. has caused this Certificate of Designations to be signed by Ramelle Ashram Bin Ramli, its Chairman of the Board of Directors and Chief Executive Officer, on this 26th day of April, 2018.

/s/ Ramelle Ashram Bin Ramli

Ramelle Ashram Bin Ramli
Chairman of the Board of Directors;
Chief Executive Officer

Annex A
Series A Convertible Preferred Stock Notice of Conversion

Subject to the terms and conditions of the Certificate of Incorporation of US VR Global.com Inc., a Delaware corporation (the "Corporation"), the undersigned hereby elects to convert the Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock") of the Corporation indicated below into shares of common stock, par value \$0.0001 per share the Corporation, according to the conditions hereof, as of the date written below.

Date to Effect Conversion: _____

Number of shares of Series A Preferred Stock held: _____

Number of shares of Series A Preferred Stock to be converted: _____

Address for Delivery:

Series A Holder Name: _____

Signature: _____

By: _____

Title (if applicable): _____
