

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

November 22, 2021
Date of Report (Date of earliest event reported)

FINGERMOTION, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000-55477
(Commission File Number)

20-0077155
(IRS Employer Identification No.)

1460 Broadway
New York, New York
(Address of principal executive offices)

10036
(Zip Code)

(347) 349-5339
Registrant's telephone number, including area code

Not applicable.
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

| | |
|--------------------------|--|
| <input type="checkbox"/> | Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) |
| <input type="checkbox"/> | Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) |
| <input type="checkbox"/> | Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) |
| <input type="checkbox"/> | Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)) |

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol (s) | Name of each exchange on which registered |
|---------------------|--------------------|---|
| N/A | N/A | N/A |

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

SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.07. Submission of Matters to a Vote of Security Holders

Results of the Annual Meeting of Stockholders

An Annual Meeting of Stockholders (the “AGM”) of the Company was held on November 22, 2021 to approve the agenda items described below.

Proxies for the AGM were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Company’s solicitation.

A total of 23,948,512 shares (56.75% of the 42,201,260 issued and outstanding shares of the Company’s common stock entitled to vote as of September 24, 2021, the record date for the AGM) were present in person or by proxy, constituted a quorum for the transaction of business and were voted at the AGM. The agenda items submitted at the AGM were passed as described below. Percentages indicated below reflect the percentage of the total number of shares voted at the AGM with respect to that agenda item.

Agenda Item 1. To elect four directors:

| Nominee | For | | Withheld | |
|------------------|------------|---------|----------|-------|
| Hsien Loong Wong | 21,989,057 | 98.59% | 315,004 | 1.41% |
| Leong Yew Poh | 22,289,257 | 99.93% | 14,804 | 0.07% |
| Michael Chan | 22,288,757 | 99.93% | 15,304 | 0.07% |
| Ng Eng Ho | 22,303,844 | 99.999% | 217 | 0.00% |

There were 1,644,451 broker non-votes with respect to this agenda item. Votes that were withheld and broker non-votes were counted for the purposes of determining the presence or absence of a quorum but had no other effect on the election of directors.

Agenda Item 2. To ratify the appointment of Centurion ZD CPA & Co. as the Company’s independent registered public accounting firm for the fiscal year ending February 28, 2022. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

| For | | Against | | Abstain | |
|------------|---------|---------|-------|---------|-------|
| 23,947,365 | 99.999% | 1,047 | 0.00% | 100 | 0.00% |

There were no broker non-votes with respect to this agenda item. Abstentions were counted for purposes of determining the presence or absence of a quorum, and abstentions were deemed to be “votes cast” and had the same effect as a vote against this agenda item.

Agenda Item 3. To approve the Company’s 2021 Stock Incentive Plan. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

| For | | Against | | Abstain | |
|------------|--------|---------|-------|---------|------|
| 22,285,826 | 99.92% | 16,410 | 0.07% | 1,825 | 0.1% |

There were 1,644,451 broker non-votes with respect to this agenda item. Broker non-votes and abstentions were counted for purposes of determining the presence or absence of a quorum. Abstentions were deemed to be “votes cast” and had the same effect as a vote against this agenda item. Broker non-votes were not deemed to be “votes cast”, and therefore had no effect on the vote with respect to this proposal.

Agenda Item 4. To approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

| For | | Against | | Abstain | |
|------------|--------|---------|-------|---------|-------|
| 22,300,904 | 99.98% | 1,222 | 0.01% | 1,935 | 0.01% |

There were 1,644,451 broker non-votes with respect to this agenda item. Broker non-votes and abstentions were counted for purposes of determining the presence or absence of a quorum. Abstentions were deemed to be “votes cast” and had the same effect as a vote against this agenda item. Broker non-votes were not deemed to be “votes cast”, and therefore had no effect on the vote with respect to this proposal.

Agenda Item 5. To approve, on a non-binding advisory basis, the frequency of executive compensation votes. The votes cast for each of 1 year, 2 years, 3 years, and the number of abstentions, were as follows:

| 1 year | | 2 years | | 3 years | | Abstain | |
|------------|--------|---------|-------|---------|-------|---------|-------|
| 21,914,764 | 98.25% | 342,621 | 1.54% | 106 | 0.00% | 46,570 | 0.21% |

There were 1,644,451 broker non-votes with respect to this agenda item. Broker non-votes and abstentions were counted for purposes of determining the presence or absence of a quorum.

Determination on Frequency of Shareholder Vote on the Compensation of Executives

The Company’s Board of Directors has determined to include on an annual basis a shareholder vote on the compensation of executives in its proxy materials until the next required vote on the frequency of shareholder votes on the compensation of executives.

SECTION 8 – OTHER EVENTS

Item 8.01 Other Events

On November 22, 2021, the Company's Board of Directors convened a meeting following the AGM and appointed the following officers:

| | |
|-------------|---|
| Martin Shen | President and Chief Executive Officer; and |
| Yew Hon Lee | Chief Financial Officer, Secretary and Treasurer. |

In addition, on November 23, 2021, the Company issued a news release announcing the results of the AGM. A copy of the news release is attached as Exhibit 99.1 hereto.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit | Description |
|-----------------------------|---|
| <u>99.1</u> | <u>News Release dated November 23, 2021</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.

DATE: November 26, 2021

FINGERMOTION, INC.

By: /s/ Martin J. Shen

Martin J. Shen
President and CEO



FingerMotion, Inc. Announces Results of Annual Meeting

NEW YORK, NY, November 23, 2021 (ACCESSWIRE) -- FingerMotion, Inc. ("FingerMotion" or the "Company") (OTCQX: FNGR), a mobile data and services company, is pleased to announce that, in conjunction with the holding of the Company's recent annual meeting of stockholders on November 22, 2021, the following matters were duly ratified by the Company's stockholders and have now been implemented by the Board of Directors in the following manner:

- Hsien Loong Wong, Leong Yew Poh, Michael Chan and Ng Eng Ho were elected to the Board of Directors of the Company;
- Centurion ZD CPA & Co. was appointed as the Company's independent registered public accounting firm;
- the Company's 2021 Stock Incentive Plan was approved;
- the Company's executive compensation was approved;
- the frequency of stockholder votes on the Company's executive compensation was approved to be presented to the stockholders annually; and
- the following executive officers of the Company were re-appointed by the Board of Directors of the Company immediately following the annual meeting:

Martin Shen: President and Chief Executive Officer; and

Yew Hon Lee: Chief Financial Officer, Secretary and Treasurer.

About FingerMotion, Inc.

FingerMotion is an evolving technology company with a core competency in mobile payment and recharge platform solutions in China. It is one of only a few companies in China with access to wholesale rechargeable minutes from China's largest mobile phone providers that can be resold to consumers. As the user base of its primary business continues to grow, the Company is developing additional value-added technologies to market to its users. The vision of the Company is to rapidly grow the user base through organic means and have this growth develop into an ecosystem of users with high engagement rates utilizing its innovative applications. Developing a highly engaged ecosystem of users would strategically position the Company to onboard larger customer bases. FingerMotion eventually hopes to serve over 1 billion users in the China market and eventually expand the model to other regional markets.

For further information e-mail: info@fingermotion.com
718-269-3366

Safe Harbor Statement

This release contains forward-looking statements that involve risks and uncertainties. Forward-looking statements give our current expectations of forecasts of future events. All statements other than statements of current or historical fact contained in this release, including statements regarding our future financial position, business strategy, new products, budgets, liquidity, cash flows, projected costs, regulatory approvals or the impact of any laws or regulations applicable to us, and plans and objectives of management for future operations, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “should,” “estimate,” “expect,” “hope,” “intend,” “may,” “plan,” “project,” “will,” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements on our current expectations about future events. While we believe these expectations are reasonable, such forward-looking statements are inherently subject to risks and uncertainties, many of which are beyond our control. Our actual future results may differ materially from those discussed or implied in our forward-looking statements for various reasons. Factors that could contribute to such differences include, but are not limited to: international, national and local general economic and market conditions; demographic changes; the ability of the Company to sustain, manage or forecast its growth; the ability of the Company to manage its VIE contracts; the ability of the Company to maintain its relationships and licenses in China; adverse publicity; competition and changes in the Chinese telecommunications market; fluctuations and difficulty in forecasting operating results; business disruptions, such as technological failures and/or cybersecurity breaches; and the other factors discussed in the Company's periodic reports that are filed with the Securities and Exchange Commission and available on its website (<http://www.sec.gov>). Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included in this release are made only as of the date hereof. We do not undertake any obligation to update any such statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments.
