

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

February 17, 2023
Date of Report (Date of earliest event reported)

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

Delaware	000-55477	20-0077155
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1460 Broadway New York, New York		10036
(Address of principal executive offices)		(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
Common Stock	FNGR	The Nasdaq Stock Market LLC

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 February 17, 2023 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 25,677,415 shares (55.43% of the 46,316,635 issued and outstanding shares of the Company’s common stock entitled to vote as of December 28, 2022, 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	15,969,769	83.15%	3,235,675	16.85%
Yew Poh Leong	19,088,346	99.39%	117,098	0.61%
Michael Chan	19,060,043	99.24%	145,401	0.76%
Eng Ho Ng	19,117,669	99.54%	87,775	0.46%

There were 6,473,971 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, 2023. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

For		Against		Abstain	
25,473,079	99.20%	18,851	0.07%	185,485	0.73%

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 2023 Stock Incentive Plan. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

For		Against		Abstain	
15,926,413	82.92%	3,259,413	16.97%	19,618	0.10%

There were 6,473,971 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 to amend the exercise price of outstanding stock options from \$8.00 to \$3.84. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

For		Against		Abstain	
10,395,680*	98.02%	192,564	1.82%	17,200	0.16%

There were 6,473,971 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.

* 8,600,000 votes held by insiders of the Company, which voted "for" were excluded from voting on this agenda item.

Agenda Item 5. To authorize the issuance in excess of 20% of the shares of the Company's common stock to the Company's primary lender upon repayment by conversion of the Note and exercise of the Warrant held by the lender. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

For		Against		Abstain	
3,025,484	15.75%	16,166,133	84.17%	13,827	0.07%

There were 6,473,971 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 6. To approve of lowering the floor price under the Note and Warrant held by the Company's primary lender from \$0.86 to \$0.50 per share of the Company's common stock. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

For		Against		Abstain	
2,957,553	15.40%	16,230,413	84.51%	17,478	0.09%

There were 6,473,971 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 7. 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	
15,927,686	82.93%	3,252,284	16.94%	25,474	0.13%

There were 6,473,971 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.

SECTION 8 – OTHER EVENTS

Item 8.01 Other Events

On February 17, 2023, immediately following the annual meeting the Company’s Board of Directors re-appointed the following officers:

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

In addition, on February 21, 2023, 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
99.1	News Release dated February 21, 2023
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

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.

FINGERMOTION, INC.

DATE: February 21, 2023

By: /s/ Martin J. Shen

Martin J. Shen
CEO



FingerMotion Announces Results of Annual Meeting

NEW YORK, NY, February 21, 2023 (ACCESSWIRE) -- FingerMotion, Inc. (NASDAQ: FNGR) ("FingerMotion" or the "Company") a mobile data and services company, announces that, in conjunction with the holding of the Company's recent annual meeting of stockholders on February 17, 2023, the following were the outcome of the matters voted on at the annual meeting:

- Hsien Loong Wong, Yew Poh Leong, Michael Chan and Eng Ho Ng 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 2023 Stock Incentive Plan was approved;
- the amendment to the exercise price of outstanding stock options from \$8.00 to \$3.84 was approved;
- the issuance in excess of 20% of the shares of the Company's common stock to the Company's primary lender upon repayment by conversion of the note and exercise of the warrant held by the primary lender was not approved;
- the lowering of the floor price under the note and warrant held by the Company's primary lender from \$0.86 to \$0.50 per share of the Company's common stock was not approved;
- the Company's executive compensation was approved; 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 to service their 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.

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Safe Harbor Statement

Except for the statements of historical fact contained herein, the information presented in this news release constitutes “forward-looking statements” as such term is used in applicable United States securities laws. These statements relate to analysis and other information that are based on forecasts or future results, estimates of amounts not yet determinable and assumptions of management. Any other statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved) are not statements of historical fact and should be viewed as “forward-looking statements”. We have based these forward-looking statements on our current expectations about future events or performance, including expected revenues. 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>). There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this news release and in any document referred to in this news release. The forward-looking statements included in this release are made only as of the date hereof. For forward-looking statements in this news release, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Report Act of 1995. The Company assumes no obligation to update or supplement any forward-looking statements whether as a result of new information, future events or otherwise. This news release shall not constitute an offer to sell or the solicitation of any offer to our securities.