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PHUNWARE, INC.

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GOLDENWISE CAPITAL GROUP LTD

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(Additional Proxy Soliciting Materials - Non-Management (definitive))

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. 4)

[ ] Filed by the Registrant

[X] Filed by a Party other than the Registrant

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[ ] Definitive Proxy Statement

[X] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Section 240.14a-12

PHUNWARE, INC.
(Name of registrant as specified in its charter)

GOLDENWISE CAPITAL GROUP LIMITED
GOLDENFUTURE CAPITAL INVESTMENT LTD
RICHARD (HUAKUN) DING
MONA (XUAN) ZHANG
(Names of Persons Filing Proxy Statement if other than the Registrant)

(Check all boxes that apply):

[X] No fee required

[ ] Fee paid previously with preliminary materials

[ ] Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11f

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Goldenwise Group Issues Open Letter Asking Phunware's Board Nine Questions It Must Answer Before the December 17 Annual Meeting

Highlights Phunware's share price has fallen more than 85% since Elliot Han joined the Board in January 2024

Highlights Directors' Immediately Vested $150,000 Stock Awards, Granted the Day After the Company Says It Received Goldenwise's Nomination Notice

Questions Why the Board Keeps an At-the-Market Stock Program in Place While Phunware's Market Value Is About 38% of Its Net Cash

Calls on the Board to Answer Publicly by December 1 and Urges Stockholders to Vote FOR Mona Zhang on the GOLD Universal Proxy Card

Austin, Texas--(BUSINESS WIRE)--November 23, 2026--Goldenwise Capital Group Limited and its affiliates (together, the "Goldenwise Group"), which have disclosed ownership of approximately 9.2% of the outstanding common stock of Phunware, Inc. (NASDAQ: PHUN) ("Phunware" or the "Company"), today issued an open letter to the Company's Board of Directors and to its fellow stockholders ahead of the Company's December 17, 2026 Annual Meeting of Stockholders.

The Goldenwise Group is seeking stockholder support to elect **Mona (Xuan) Zhang**, CFA, to the Board on the **GOLD** universal proxy card.

The full letter is available at www.sec.gov and at: **www.SaratogaProxy.com/PHUN**

In the letter, the Goldenwise Group asks the Board (Elliot Han, Quyen Du, Ed Lu), among other things:

* Why it granted each director an immediately vested $150,000 stock award on August 21, the day after the Company says it received the Goldenwise Group's nomination notice, and each director's second such award in under five months.

* Why Phunware, with $86.7 million of cash and no debt at September 30, has a market value of only about $30 million; why no director has ever bought a share with his or her own money; and why the Board keeps a $15.3 million at-the-market stock program in place, updated on November 18.

* Why third-quarter operating expenses more than doubled, to $8.4 million against revenue of $483,000, and when stockholders will see the 2027 operating plan and budget the Board says it is finalizing.

* How Chairman Elliot Han's record supports his re-election: Phunware's share price has fallen more than **85%** since he joined the Board in January 2024.

* How the Board assessed director independence, given Quyen Du and Ed Lu's shared ties to Fandom, Inc., and whether Mr. Han recused himself when the Board engaged a sales agent for its at-the-market program.

* What the arbitration with the Company's former Chairman and the Board's opposition to this election are costing stockholders.

Goldenwise Group is considering submitting **a formal books and records demand pursuant to Section 220 of the Delaware General Corporation Law to further investigate these matters**.

The letter calls on the Board to answer these questions publicly by December 1, 2026, to withdraw the at-the-market program, and to adopt and publish its 2027 operating plan and budget before stockholders vote.

Every vote counts, no matter how many shares you own. The election can take place only if holders of at least one-third of Phunware's outstanding shares are present or represented by proxy. The Goldenwise Group urges stockholders to vote **FOR** Mona Zhang and **WITHHOLD** on Elliot Han on the **GOLD** universal proxy card today, by internet, phone or mail. Stockholders who have already voted on the Company's white card can change their vote by voting the GOLD

card; only the latest-dated proxy counts.

Questions about how to vote? Contact Saratoga Proxy Consulting LLC at (888) 368-0379 or info@saratogaproxy.com. Visit www.SaratogaProxy.com/PHUN to learn more.

Important Information

Goldenwise Capital Group Limited, GoldenFuture Capital Investment Ltd, Richard (Huakun) Ding and Mona (Xuan) Zhang have filed a definitive proxy statement and GOLD universal proxy card with the SEC to solicit proxies for the election of Ms. Zhang at Phunware's 2026 Annual Meeting. STOCKHOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING ABOUT THE PARTICIPANTS AND THEIR INTERESTS. They are available free at www.sec.gov and at www.SaratogaProxy.com/PHUN.

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Nine Questions Phunware's Board Should Answer Now

Board: Elliot Han, Quyen Du, Ed Lu

November 23, 2026

Dear Fellow Phunware Stockholders,

Goldenwise Capital Group Limited and its affiliates (the "Goldenwise Group") have disclosed ownership of approximately 9.2% of Phunware, Inc. (NASDAQ: PHUN). We have nominated Mona Zhang, CFA, for the single director seat to be elected at Phunware's December 17, 2026 annual meeting. We believe a constructive change in board representation can strengthen oversight, preserve shareholder capital and restore confidence.

Phunware's third-quarter results, released November 16, raised questions that the Company has not answered. They are the questions any owner would ask, and we believe stockholders deserve answers before they vote. In addition, we believe stockholders deserve answers to questions about the Company's operations, performance and governance. We have set these questions out below, with the facts behind each one.

1. How does the Board assess performance and accountability?

Phunware's share price has declined more than 85% during the period since Elliot Han joined the Board in January 2024. The Board's own Special Committee now concedes that "Phunware's recent share-price performance has been disappointing."

-85% (PHUN)

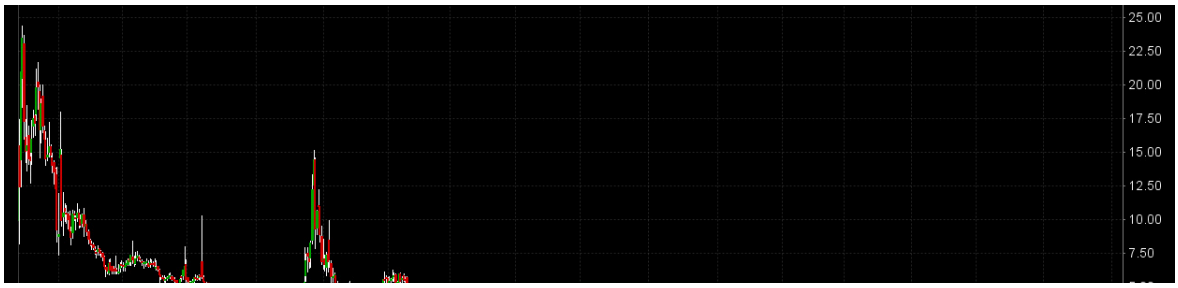




Chart 1. Share-price performance (from Interactive Brokers, Jan 18 2024 - Nov 19 2026).

In addition, Elliot Han has been Chief Investment Officer of C1 Advisors LLC, the investment adviser to C1 Fund Inc. (NYSE: CFND), and he chairs the adviser's Investment Committee. CFND shares have fallen more than 80% from the $10 IPO offering price in August 2025 to $1.88 on November 19, 2026.

-80% (CFND)

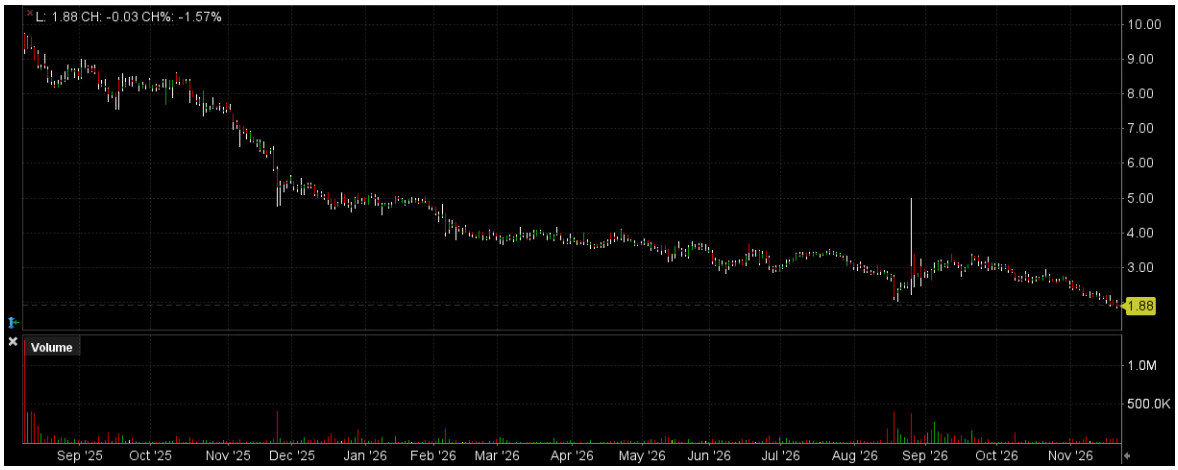


Chart 2. Share-price performance (from Interactive Brokers, 2025-2026).

Mr. Elliot Han, given this record of significant shareholder value destruction, why should shareholders believe you are qualified to continue serving as Chairman of Phunware? What evidence can you offer that your continued leadership is in shareholders' best interests?

To the other members of the Board (Ms. Quyen Du and Mr. Ed Lu): What justification do you have for continuing to support Mr. Han as Chairman despite this record?

We believe Phunware needs new leadership, stronger independent oversight, and a Board that puts shareholder interests ahead of preserving the status quo. The time for accountability is now - not another year of promises.

2. Why Is Phunware's Market Capitalization So Far Below Its Cash Balance?

$80M vs $30M

Phunware has $86.7 million of cash and no debt at September 30, 2026 (about $80.6 million net of all liabilities), yet its market capitalization is only about $30 million on November 19. This implies a negative valuation of approximately $50 million for its operating business and other net assets.

Dear Board members of Phunware, we have the following questions:

Does this reflect the market's lack of confidence in the Board and management?

Why have none of its three directors purchased shares with their own money, even though Phunware trades far below its cash? The Goldenwise Group, by contrast, invested its own capital to become the Company's largest stockholder.

Why hasn't the Company repurchased shares? Instead, it is spending stockholders' money resisting its largest shareholder's board nominee. Is this a responsible use of shareholders' capital?

Even worse, in Q2 2026, the Company set up an ATM equity offering program that could further dilute shareholders in the future. On November 18, two days after reporting a $5.4 million drop in cash, the Company filed an update keeping that program in place. Is this a prudent asset allocation decision? We strongly urge the Board to withdraw the ATM program immediately.

Ms. Quyen Du, Chair of the Nominating and Corporate Governance Committee: Do you believe this Board has truly protected shareholders' interests? Why spend shareholders' money resisting fresh independent oversight instead of welcoming it?

3. Are director compensation and incentives aligned with shareholder outcomes?

The Company discloses that each director receives around $100,000 in annual cash compensation, plus $150,000 in stock awards that vest immediately, at a reported acquisition price of $0.00 a share. Yet none of the directors has purchased shares with their own money.

Meanwhile, Phunware reported an operating loss of $20.5 million in 2025 on revenue of just $2.55 million, and losses have accelerated in 2026. Shareholders have suffered enormous losses while directors continue to receive generous compensation.

Mr. Ed Lu, Chair of the Compensation Committee: As a sitting CFO, you understand financial discipline. How can you justify these massive losses? Why can't the Board control spending, especially when losses have increased in 2026?

With the stock price collapsing and shareholders suffering, do you genuinely believe the Board's compensation is justified? If not, why haven't you taken action to reduce the loss of the Company?

4. How were the August 2026 director equity awards approved?

According to the Company's own proxy statement, Goldenwise, Phunware's largest stockholder, delivered notice of our director nomination for the 2026 Annual Meeting on August 20, 2026.

The next day, August 21, the Board granted each director another $150,000 in immediately vested stock awards, its second $150,000 award in under five months, after the April 3, 2026 awards for 2025 service.

We asked the directors to return these awards on September 26. They have not.

Ms. Quyen Du and Mr. Ed Lu: Why did the Board approve another round of generous stock awards within a day of receiving our nomination notice? Is this appropriate corporate governance? How do you justify these decisions?

Furthermore, we are Phunware's largest stockholder. Over a seven-month period, Mr. Ding sent more than 20 emails to Mr. Han and Ms. Du without receiving a personal response from either of them. During that time, the Board met with Mr. Ding on only two occasions, both brief video meetings attended by your two legal counsel.

Ms. Du, Chair of Corporate Governance Committee: do you really think Phunware shareholders deserve this kind of treatment from the Board?

5. What is the arbitration costing stockholders, and what is the Board spending to oppose this election?

Phunware's third-quarter report attributes an approximately $2.0 million increase in legal expenses to an ongoing arbitration involving its former Chairman.

A hearing was held in September 2026, and the parties are awaiting a decision. As for this election, the Company's proxy statement estimates its contest expenses at about $90,000, plus a fee of up to about $130,000 for its proxy

solicitor, excluding the salaries of employees working on it; it does not say whether that includes legal fees.

We ask the Board to disclose, to the extent legally permissible, total arbitration-related expenses to date, the basis for its accounting treatment of potential exposure, and the expected timetable for further updates. Separately, what is the full cost to stockholders, including legal fees and staff time, of opposing Goldenwise's nominee? What alternatives to a costly contest has the Board considered?

6. Why did spending more than double in a year?

Operating expenses were $8.4 million in the third quarter, up from $3.6 million a year earlier, against revenue of $483,000. Even excluding the $2.0 million increase in arbitration-related legal expenses, general and administrative expense rose about 60%, to about $3.8 million from $2.3 million, and research and development expense rose 162%, which the Company attributes to AI, data and technology headcount and consultants for its 2.0 strategy.

The adjusted EBITDA loss was $7.3 million, compared with $3.3 million a year earlier. This is a small company with very limited revenue.

We ask the Board to explain what drove the increase, to disclose its spending budget for 2027, and to say whether it will adopt a spending cap. The Board's November 20 letter says it is "very focused on finalizing and adopting" a 2027 operating plan and budget. Stockholders should see it before they vote, not after.

7. What is different about the Epic announcement this time?

On November 12, 2026, Phunware announced that its wayfinding product is listed in Toolbox on Epic Showroom, Epic's marketplace.

However, as early as October 2021, Phunware had already announced that its Digital Front Door solution was available on Epic's App Orchard marketplace.

Neither announcement named a single health system customer or disclosed any contract value or revenue. The Company does not report healthcare revenue separately; it discloses revenue only by unnamed customer and by geography. Total revenue was $1.75 million for the first nine months of 2026. We ask the Board to disclose how many health systems have signed paid agreements, what healthcare revenue the 2021 integration produced, and what is substantively different now.

8. How did the Board determine that its directors are independent?

Under Nasdaq rules, independent directors must be free from relationships that could compromise their independent judgment. We believe shareholders deserve clear answers to the following questions.

Ms. Quyen Du, Chair of the Nominating and Corporate Governance Committee:

(a). The CEO selection: In May 2026 the Board appointed the Company's fourth Chief Executive Officer in two years. What process did the Board follow: did it run a search, use a search firm, or consider other candidates? How were potential conflicts of interest identified and addressed? On November 6, the Company's Chief Operating Officer, who had served as interim CEO until May, also left the Company.

(b). **Your relationship with fellow director Ed Lu**: You led corporate development at Fandom from 2019 to 2022, while Mr. Lu was its CFO; he remains Fandom's CFO and COO today, and you chair the committee that recommended him to this Board. How did the Board evaluate your independence in light of these professional connections? Were these relationships disclosed and reviewed for potential conflicts of interest?

9. Are there any arrangements with management's business associates that stockholders have not seen?

Phunware generated $2.55 million of revenue in 2025 but reported an operating loss of $20.5 million - about eight times its revenue. How can the Board justify such an extraordinary level of spending for such a small business?

Despite its small workforce, the Company outsources many key functions to third-party service providers. Where exactly is shareholders' money going? Who are these service providers, and how are they selected and compensated?

One example: when the Board engaged The Benchmark Company as a sales agent on its at-the-market program in May 2026, **Benchmark had been the sole book-running manager for the August 2025 IPO of C1 Fund, where Mr. Han is Chief Investment Officer.** Benchmark has since been acquired by StoneX, the program's remaining agent. **Did Mr. Han recuse himself from that decision?**

We ask the Board to confirm whether any directors, executives, their family members, or their business associates have financial interests in these service providers, and whether all related-party transactions have been fully disclosed in the Company's SEC filings.

Shareholders deserve transparency and accountability - not another year of unexplained losses.

Summary:

We are not seeking conflict for its own sake. We believe a professional Board who really cares about shareholder value should work with its largest shareholders to agree on stronger independent oversight, disciplined capital allocation, transparent financial milestones and a credible framework for shareholder engagement.

We ask the Board to answer these questions publicly by December 1, 2026, to withdraw the at-the-market program, and to adopt and publish its 2027 operating plan and budget before stockholders vote.

We are also considering submitting a formal books and records demand pursuant to Section 220 of the Delaware General Corporation Law to further investigate these matters.

To our fellow stockholders:

Your vote is important!

Every vote counts, no matter how many shares you own. The election can take place only if holders of at least one-third of Phunware's outstanding shares, about 6.9 million shares, are present or represented by proxy. Reaching that threshold depends on stockholders like you. If there is no quorum, the election cannot be held, and Mr. Han would remain on the Board without stockholders having had their say. Every GOLD card you return counts toward the quorum and toward electing Ms. Zhang.

Please vote **FOR Mona Zhang** and **WITHHOLD on Elliot Han** on the **GOLD** universal proxy card **today,** by internet, phone or mail. Do not vote for more than one nominee. If you have already voted on the Company's white card, you can change your vote by voting the GOLD card; only your latest-dated proxy counts. **If you have voted GOLD, please do not return a white card, even to withhold**.

If you have questions or need help voting, please contact Saratoga Proxy Consulting LLC: toll-free (888) 368-0379; banks and brokers (212) 257-1311; info@saratogaproxy.com.

Visit https://saratogaproxy.com/PHUN/ to learn more.

Sincerely,

Richard (Huakun) Ding

Goldenwise Capital Group Limited

ding@gwisecapital.com

Important Information

Goldenwise Capital Group Limited, GoldenFuture Capital Investment Ltd, Richard (Huakun) Ding and Mona (Xuan) Zhang have filed a definitive proxy statement and GOLD universal proxy card with the SEC to solicit proxies for the election of Ms. Zhang at Phunware's 2026 Annual Meeting. STOCKHOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING ABOUT THE PARTICIPANTS AND THEIR INTERESTS. They are available free at **https://saratogaproxy.com/PHUN/**