

Noah Holdings Private Wealth and Asset Management Limited

諾亞控股私人財富資產管理有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability under the name Noah Holdings Limited and carrying on business in Hong Kong as Noah Holdings Private Wealth and Asset Management Limited)

(Stock code: 6686)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

1. APPLICABLE HONG KONG LISTING RULES

- 1.1 Under paragraph 14(5) of Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), members holding a minority stake in the total number of issued shares must be able to convene an extraordinary general meeting and add resolutions to a meeting agenda. The minimum stake required to do so must not be higher than 10% of the voting rights, on a one vote per share basis, in the share capital of the issuer.
- 1.2 Under paragraph 14(2) of Appendix 3 to the Hong Kong Listing Rules, an issuer must give its members reasonable written notice of its general meetings, which is normally means at least 21 days for an annual general meeting and at least 14 days for other general meetings.

2. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 2.1 If one or more shareholder of the Company (the “**Shareholders**”) wishes to propose a person other than a director of the Company (the “**Director**”) for election as a Director, such one or more Shareholder holding shares representing in aggregate at least 10% of the share capital of the Company, on a one vote per share basis, as at that date carries the right of voting at general meetings of the Company, may requisition an extraordinary general meeting, in which case the Directors are obliged to call such meeting and to put the resolutions so requisitioned to a vote at such meeting.
- 2.2 To propose a person other than a Director of the Company for election as a Director, the Shareholder(s) shall deposit a written notice (the “**Notice**”) to (i) Building 2, 1687 Changyang Road, Changyang Valley, Yangpu District, Shanghai, PRC; or (ii) 34 Floor, Tower Two Times Square, 1 Matheson Street Causeway Bay, Hong Kong, for the attention of the Group Investor Relations Department of the Company (the “**IR Department**”).
- 2.3 The Notice must state clearly the name, the contact information of the Shareholder and his/her/its/their shareholding, the full name of the person proposed for election as a Director, including the person’s biographical details with reference to Rule 13.51(2) of the Hong Kong Listing Rules, and be signed by the Shareholder(s) concerned (other than the person to be proposed). The Notice must also be accompanied by a letter of consent (the “**Letter**”) signed by the person proposed to be elected on his/her

willingness to be elected as a Director and consent of publication of his/her personal information..

- 2.4 The minimum length of the period during which the Notice (accompanied by the Letter) to the Company shall be given is seven (7) days. The period for lodgment of the Notice (accompanied by the Letter) will commence no earlier than the day after the dispatch of the notice by the Company of the general meeting appointed for election of Directors and end no later than seven (7) days prior to the date of such general meeting.
- 2.5 The Notice will be verified by the IR Department with the Hong Kong share registrar of the Company and upon their confirmation that the request is proper and in order, the IR Department will ask the Corporate Governance and Nominating Committee of the board of directors of the Company (the “**Board**”) and the Board to consider to include the particulars of such proposed person for election as a Director in its announcement or supplementary circular and to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.
- 2.6 If the Directors do not within 21 calendar days from the date of the deposit of the Notice duly proceed to convene a general meeting to be held within a further 21 calendar days, the Shareholder or any of the Shareholders who made such proposal representing more than one half of the total voting rights of all of them, may themselves convene a general meeting, but any meeting so convened shall not be held after the expiration of three months after the expiration of the second said 21 calendar days.