

# Noah Holdings

## Noah Holdings Private Wealth and Asset Management Limited

### 諾亞控股私人財富資產管理有限公司

*(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)*

## AUDIT COMMITTEE CHARTER

**(Adopted by the Board of Directors (the “Board”) of Noah Holdings Limited (the “Company”) on November 14, 2022 and effective from December 23, 2022)**

### I. PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “Committee”), at a minimum, must be to assist the Board in:

- (A) discharging its oversight responsibility relating to: (a) providing an independent review of the effectiveness of the financial reporting process, including the oversight of (i) the accounting and financial reporting processes of the Company and its subsidiaries, (ii) the audits of the Company’s financial statements, (iii) the integrity of the financial statements, (iv) the external auditor’s qualifications and independence, and (v) the performance of the Company’s internal audit function and the Company’s external auditor; and (b) the internal control and risk management system of the Company, including the Company’s compliance with legal and regulatory requirements;
- (B) preparing and approving the disclosure and/or report required by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) and The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) to be included in the Company’s annual proxy statement and/or annual report; and
- (C) performing other duties and responsibilities as assigned by the Board.

### II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least three non-executive directors as determined from time to time by the Board on the recommendation of the Corporate Governance and Nominating Committee. Each member of the Committee shall meet any applicable independence and experience requirements of the New York Stock Exchange (the “NYSE”) and the Hong Kong Stock Exchange, including those set forth in the NYSE rules, the Securities Exchange Act of 1934, as amended (including the exemptions thereunder), the rules and regulations of the SEC and the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “Hong Kong Listing Rules”), and any additional requirements that the Board deems appropriate. Any former partner of the Company’s existing audit firm should be prohibited from acting as a member of the Committee for a period of two years from the date of his/her ceasing: (a) to be a partner of the firm; or (b) to have any financial interest in the firm, whichever is later.

The chairperson of the Committee shall be an independent non-executive director designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

Each member of the Committee must be financially literate, and be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be designated by the Board to be the "**audit committee financial expert**", as defined by the SEC pursuant to the Sarbanes-Oxley Act of 2002 (the "**Sarbanes-Oxley Act**"), and at least one member of the Committee must be an independent non-executive director of the Company with appropriate professional qualifications or accounting or related financial management expertise as set forth in the Hong Kong Listing Rules.

The majority of the Committee members must be independent non-executive directors of the Company.

### III. MEETINGS OF THE COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company's memorandum and articles of association (as amended from time to time) (the "**Articles**") for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee will meet separately in executive session, periodically, with each of management, the principal internal auditor of the Company, and the external auditor. The Committee will report regularly to the full Board with respect to its activities.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

Resolutions of the Committee should be passed by more than half of its members. A resolution passed and signed by all members of the Committee is valid, and the validity is the same as any resolution passed in the meeting held.

The Committee or a duly appointed secretary of the Committee shall maintain full minutes of its meetings and records relating to those meetings. Draft and final versions of minutes of such meeting should be sent to the members of the Committee for their comment and records, within a reasonable time after the meeting is held.

The chairperson of the Committee shall attend the annual general meeting of the Company, and handle the shareholders' enquiries on the activities and responsibilities of the Committee upon the request of the chairperson of the Board.

#### IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The Committee should be provided with sufficient resources to perform its duties.

The Committee shall include a report on how it met its responsibilities in its review of the quarterly (if relevant), half-yearly and annual results, and unless expressly addressed by the Board itself, its review of the risk management and internal control systems, the effectiveness of the Company's internal audit function, and its other duties under the Appendix 14 of the Hong Kong Listing Rules, in the summary of its work during the accounting period covered by the annual report.

The following duties and responsibilities are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE, the Hong Kong Stock Exchange or any other applicable regulatory authority:

##### ***Selection, Evaluation, and Oversight of the Auditors***

- (a) Be directly responsible for making recommendations respecting the appointment, reappointment, compensation, retention, removal and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, and each such registered public accounting firm must report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's annual report on Form 20-F is referred to herein as the "**independent auditors**", which includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally);
- (b) Develop and implement policy on engaging an independent auditor to supply non-audit services and report to the Board, identifying and making recommendations on any matters where action or improvement is needed;
- (c) Review and, in its sole discretion, approve in advance the Company's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the Sarbanes-Oxley Act, the rules and regulations of the SEC and the Hong Kong Listing Rules, all permitted non-audit engagements and relationships between the Company and such independent auditors (and such approval should be made after receiving input from the Company's management, if desired), and any questions in relation to the resignation or dismissal of the independent auditors. Approval of audit and permitted non-audit services will be made by the Committee or by one or more members of the Committee as shall be designated by the Committee or the chairperson of the Committee and the person(s) granting such approval shall report such approval to the Committee at the next scheduled meeting;

- (d) Review any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
- (e) Review the performance of the Company's independent auditors, including the lead partner and reviewing partner of the independent auditors, review and monitor the effectiveness of the audit process in accordance with applicable standards, and, in its sole discretion, make decisions regarding the replacement or termination of the independent auditors when circumstances warrant;
- (f) Obtain and review, at least annually from the Company's independent auditors, a report describing:
  - (i) the independent auditors' internal quality-control procedures;
  - (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and
  - (iii) all relationships between the independent auditors and the Company (including a description of each category of services provided by the independent auditors to the Company and a list of the fees billed for each such category).

The Committee should present its conclusions with respect to the above matters, as well as its review of the lead partner and the reviewing partner of the independent auditors, and its views on whether there should be a regular rotation of the independent auditors, to the Board.

- (g) Evaluate the independence, objectivity and the effectiveness of the audit process of the Company's independent auditors by, among other things:
  - (i) acting as the key representative body for overseeing the Company's relationships with the independent auditors;
  - (ii) reviewing all relationships between the independent auditors and the Company as delineated in paragraph (f)(iii) above;

- (iii) actively engaging in dialogue with the Company's independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors;
  - (iv) taking, or recommending that the Board take, appropriate action to oversee the independence of the Company's independent auditors;
  - (v) monitoring compliance by the Company's independent auditors with the audit partner rotation requirements contained in the Sarbanes-Oxley Act and the rules and regulations promulgated by the SEC thereunder;
  - (vi) monitoring compliance by the Company with the employee conflict of interest requirements contained in the Sarbanes-Oxley Act and the rules and regulations promulgated by the SEC thereunder; and
  - (vii) engaging in dialogue with the independent auditors to confirm that audit partner compensation is consistent with applicable SEC rules.
- (h) Act as the key representative body for overseeing the Company's relations with the Company's independent auditors.

***Oversight of Annual Audit and Interim and Quarterly Reviews***

- (a) Review and discuss with the independent auditors their annual audit plan, including the timing, nature and scope of audit and reporting activities before the audit commences, and monitor such plan's progress and results during the year;
- (b) Review with management, the Company's independent auditors and the director of the Company's internal auditing department, the following information which is required to be reported by the independent auditors:
  - (i) all critical financial and accounting policies and practices to be used;
  - (ii) all alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
  - (iii) all other material written communications between the independent auditors and management, such as any management letter and any schedule of unadjusted differences. The Committee should also ensure that the Board will provide a timely response to the issues raised in any such management letter; and
  - (iv) any material financial arrangements which do not appear on the financial statements of the Company.

- (c) Review with management, the Company's independent auditors and, if appropriate, the Company's internal auditing department, the following:
  - (i) the Company's annual audited financial statements, including the Company's disclosures under "**Operating and Financial Review and Prospects**" on Form 20-F and "**Management Discussion and Analysis**" on annual results announcement and annual report, and any major issues related thereto;
  - (ii) the Company's interim and quarterly financial statements, including the Company's disclosures under "**Management Discussion and Analysis**" on interim results announcement and interim report, and any major issues related thereto;
  - (iii) major issues regarding accounting principles and the presentation of financial statements, including any significant changes in the Company's selection or application of accounting principles;
  - (iv) any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analyses of the effects of alternative generally accepted accounting principles on the Company's financial statements; and
  - (v) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- (d) Review and discuss with the independent auditors the results of the year end audit of the Company, including any comments or recommendations of the Company's independent auditors and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the annual report;
- (e) Resolve all disagreements between the Company's independent auditors and management regarding financial reporting. In the event that the Committee disagrees with an accounting treatment that has been adopted or the particulars published in the Company's announcement of its preliminary results based on its financial statements for the financial year, full details of such disagreement shall be disclosed in such preliminary announcement;

- (f) Review on a regular basis with the Company's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management's view on the selection, appointment, resignation or dismissal of the independent auditors. In connection therewith, the Committee should review with the independent auditors the following:
- (i) any accounting adjustments that were noted or proposed by the independent auditors but were rejected by management (as immaterial or otherwise);
  - (ii) any communications between the audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement; and
  - (iii) any "**management**" or "**internal control**" letter issued, or proposed to be issued, by the independent auditors to the Company.

In the event that the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the independent auditors, a statement from the Committee explaining its recommendations and also the reason(s) why the Board has taken a different view should be included in the Company's corporate governance report prepared by the Board in the Company's annual reports and summary financial reports (if any) under paragraph 34 and 50 of Appendix 16 to the Hong Kong Listing Rules.

- (g) To monitor the integrity of the Company's financial statements, annual report, interim report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Committee should focus particularly on:–
- (i) any changes in accounting policies and practices;
  - (ii) major judgmental areas;
  - (iii) significant adjustments resulting from audit;
  - (iv) the going concern assumptions and any qualifications;
  - (v) compliance with accounting standards; and
  - (vi) compliance with the Hong Kong Listing Rules and legal requirements in relation to financial reporting.

(h) Regarding (g) above:–

- (i) members of the Committee should liaise with the Board and senior management of the Company and the Committee must meet, at least twice a year, with the Company's independent auditors; and
- (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or independent auditors.

***Oversight of Financial Reporting Process, Risk Management and Internal Controls***

(a) Review:

- (i) the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's internal audit function, through inquiry, discussions and periodic meetings with the Company's independent auditors, management and the person in charge of internal auditing department and risk control department;
  - (ii) the yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's annual report; and
  - (iii) the Committee's level of involvement and interaction with the Company's internal audit function, including the Committee's line of authority and role in appointing and compensating employees in the internal audit function.
- (b) Periodically review with the chief executive officer or president, chief financial officer and independent auditors the following:
- (i) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
- (c) Discuss with the Company's management the guidelines and policies governing the process by which senior management and the relevant departments of the Company, including the internal auditing department, assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

- (d) Review with management the progress and results of all internal audit projects, and, when deemed necessary or appropriate by the Committee, direct the Company's chief executive officer to assign additional internal audit projects to the director of the Company's internal auditing department;
- (e) Review with management the Company's administrative, operational, financial and internal control and risk management systems, including any special audit steps adopted in light of the discovery of material control deficiencies;
- (f) Consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (g) Ensure co-ordination between the internal and independent auditors and that the internal audit function is adequately resourced and has appropriate standing within the Company, and review and monitor its effectiveness;
- (h) Receive periodic reports from the Company's independent auditors, management and director of the Company's internal auditing department to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company;
- (i) Establish and maintain free and open means of communication between and among the Committee, the Company's independent auditors, the Company's internal auditing department and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis;
- (j) Review and discuss with the independent auditors the results of the year-end audit of the Company, including any comments or recommendations of the Company's independent auditors and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the annual report;
- (k) Establish and maintain the Company's whistleblowing policy and system to allow employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence and anonymity, with the Committee about possible improprieties in any matter related to the Company;
- (l) Review the type and presentation of information to be included in the Company's earnings press releases (especially the use of "**pro forma**" or "**adjusted**" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance);
- (m) Report to the Board on the matters set out in this charter and the code provisions of Appendix 14 to the Hong Kong Listing Rules; and
- (n) Consider any other topics as directed by the Board.

## *Miscellaneous*

- (a) Establish and implement clear hiring policies by the Company for employees or former employees of the Company's independent auditors;
- (b) Meet periodically when appropriate to review legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Company and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty to or by the Company or by any of its directors, officers, employees, or agents;
- (c) Review the Company's policies relating to the ethical handling of conflicts of interest and review past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets, and consider the results of any review of these policies and procedures by the Company's independent auditors;
- (d) Periodically review and evaluate the Company's Related Party Transactions Administrative Measures (the "**Related Party Measures**"), and assess their adequacy, and review and approve any proposed transaction between the Company or any of its subsidiaries or consolidated affiliated entities and any related party as set forth in the Related Party Measures;
- (e) Review and approve in advance any services provided by the Company's independent auditors to the Company's executive officers or members of their immediate family;
- (f) Review the Company's compliance with the Code of Business Conduct and Ethics (the "**Code of Conduct**"), and meet periodically with the Company's Compliance Committee to discuss compliance with the Code of Conduct;
- (g) Establish and review procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing, internal control or other matters;
- (h) Establish procedures for the receipt, retention and treatment of reports of evidence of a material violation made by attorneys appearing and practicing before the SEC in the representation of the Company or any of its subsidiaries, or reports made by the Company's chief executive officer or general counsel in relation thereto;
- (i) Secure independent expert advice to the extent the Committee deems appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, with the cost of such independent expert advisors to be borne by the Company;

- (j) Report regularly to the Board on its activities, as appropriate. In connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function; and
- (k) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

## V. EVALUATION OF THE COMMITTEE

The Committee shall evaluate its own performance and assess the adequacy of this charter on an annual basis; The evaluation shall address all matters that the Committee considers relevant to its performance and shall be conducted in the manner it deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this charter.

## VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

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While the Committee has the duties and responsibilities set forth in this charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit, or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "**field work**" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, and (ii) the accuracy of financial and other information provided to the Committee absent actual knowledge to the contrary.

Nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable law.

*If there is any inconsistency between the English and Chinese version of this charter, the English version shall prevail.*