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

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**FORM 6-K**

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REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of January 2024

Commission file number: 001-34936

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**Noah Holdings Limited**

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1226 South Shenbin Road  
Shanghai 201107  
People's Republic of China  
+86 (21) 8035-8292  
(Address of Principal Executive Offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

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**EXPLANATORY NOTE**

We submitted with The Stock Exchange of Hong Kong Limited a next day disclosure return form dated January 4, 2024 in relation to the changes in our issued share capital and/or share buybacks. For details, please refer to Exhibit 99.1 to this current report on Form 6-K.

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EXHIBIT INDEX

[Exhibit 99.1](#)

[Next Day Disclosure Return Dated January 4, 2024](#)

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**SIGNATURE**

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, thereunto duly authorized.

**Noah Holdings Limited**

By: /s/ Qing Pan  
Name: Qing Pan  
Title: Chief Financial Officer

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Date: January 4, 2024

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**Next Day Disclosure Return**  
**(Equity issuer - changes in issued share capital and/or share buybacks)**

Instrument: Equity issuer Status: New Submission  
Name of Issuer: Noah Holdings Private Wealth and Asset Management Limited  
Date Submitted: 04 January 2024

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Main Board Rules (the "Main Board Listing Rules") / rule 17.27A of the GEM Rules (the "GEM Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange")

Section I						
1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 11)	Yes	
Stock code (if listed)	06686	Description				
Issues of shares (Notes 6 and 7)	No. of shares	Issued shares as a % of existing number of issued shares before relevant share issue (Notes 4, 6 and 7)	Issue price per share (Notes 1 and 7)	Closing market price per share of the immediately preceding business day (Note 5)	% discount(-)/ premium of issue price to market price (Note 7)	
Opening balance as at (Note 2) 30 November 2023	320,245,690					
1). Issue of shares under share award scheme Issue of new ordinary shares pursuant to vesting of restricted share units granted under the 2022 Share Incentive Plan (as defined in the announcement dated January 2, 2024) (see remarks) Date of changes 29 December 2023	1,385,740	0.4 %		HKD 20		%
2). Other (please specify) Issue of new ordinary shares under the issuance mandate pursuant to vesting of restricted share units granted under the Settlement Plan (as defined in the 2023 Interim Report) Date of changes 31 December 2023	6,403,230	2 %		HKD 20		%

Closing balance as at (Note 8) 31 December 2023	328,034,660				
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## Remarks:

As disclosed in the Company's announcement in relation to the grant of restricted share units (the "RSUs") dated January 2, 2024, the Company granted RSUs involving an aggregate of 2,232,965 Shares to certain grantees on December 29, 2023 (U.S. Eastern Time). Under such grants, 1,385,740 new ordinary shares were issued on December 29, 2023 (U.S. Eastern Time) pursuant to vesting of the RSUs granted under the 2022 Share Incentive Plan. Therefore, the date of changes of such event is December 29, 2023 (U.S. Eastern Time). For illustration purpose, December 29, 2023 (Hong Kong Time), the immediately preceding business day of December 29, 2023 (U.S. Eastern Time) was used to present the closing market price per share of the Company.

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We hereby confirm to the best knowledge, information and belief that, in relation to each issue of securities as set out in Section I, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 9)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for the listing imposed by the Main Board Listing Rules / GEM Listing Rules under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 10);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Notes to Section I:

1. *Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.*
2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to Main Board Rule 13.25A / GEM Rule 17.27A or Monthly Return pursuant to Main Board Rule 13.25B / GEM Rule 17.27B, whichever is the later.*
3. *Please set out all changes in issued share capital requiring disclosure pursuant to Main Board Rule 13.25A / GEM Rule 17.27A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
4. *The percentage change in the number of issued shares of listed issuer is to be calculated by reference to the listed issuer's total number of shares in issue (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.*
5. *Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".*
6. *In the context of a repurchase of shares:*
  - *"issues of shares" should be construed as "repurchases of shares"; and*

- *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "repurchased shares as a % of existing number of shares before relevant share repurchase".*
7. *In the context of a redemption of shares:*
- *"issues of shares" should be construed as "redemptions of shares";*
  - *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "redeemed shares as a % of existing number of shares before relevant share redemption"; and*
  - *"issue price per share" should be construed as "redemption price per share".*
8. *The closing balance date is the date of the last relevant event being disclosed.*
9. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases.*
10. *"Identical" means in this context:*
- *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
11. *SEHK refers to Stock Exchange of Hong Kong.*



Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under Main Board Rule 10.06(4)(a) / GEM Rule 13.13(1).

**The issuer has Purchase report or additional information for issuer whose primary listing is on the Exchange** Not applicable

Submitted by: Jingbo Wang  
(Name)

Title: Director  
(Director, Secretary or other Duly Authorised Officer)