
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

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

For the month of December 2022

Commission file number: 001-34936

Noah Holdings Limited

**No. 1687 Changyang Road, Changyang Valley, Building 2
Shanghai 200090, People's Republic of China
(86) 21 8035 9221
(Address of Principal Executive Offices)**

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXHIBIT INDEX

Exhibit 99.1	Press Release
Exhibit 99.2	Announcement—Poll Results of the Annual General Meeting

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

Date: December 16, 2022

Noah Holdings Limited Announces Results of Annual General Meeting

SHANGHAI, December 16, 2022 /PRNewswire/ — Noah Holdings Limited (the “Company” or “Noah”) (NYSE: NOAH and HKEX: 6686), a leading and pioneer wealth management service provider in China offering comprehensive one-stop advisory services on global investment and asset allocation primarily for high net worth investors, today announced that its annual general meeting (the “AGM”) was held in Singapore on December 16, 2022 and all the proposed resolutions submitted for shareholders’ approval as set forth in the circular of the Company and notice of the AGM, both dated November 14, 2022, were duly passed at the AGM.

All necessary shareholders’ approval in respect of the Company’s proposed conversion to primary listing on The Stock Exchange of Hong Kong Limited (the “Proposed Conversion”) has been obtained at the AGM. From the date of this announcement until the effective date of the Proposed Conversion, which is expected to be December 23, 2022 (the “Effective Date”), the Company will continue to make the necessary arrangements to facilitate compliance with all applicable laws, regulation and stock exchange rules as a dual-primary listed issuer on The Stock Exchange of Hong Kong Limited and the New York Stock Exchange upon the Effective Date.

ABOUT NOAH HOLDINGS LIMITED

Noah Holdings Limited (NYSE: NOAH and HKEX:6686) is a leading and pioneer wealth management service provider in China offering comprehensive one-stop advisory services on global investment and asset allocation primarily for high net worth investors. Noah is a Cayman Islands holding company and carries on business in Hong Kong as Noah Holdings Private Wealth and Asset Management Limited. In the first nine months of 2022, Noah distributed RMB52.3 billion (US\$7.3 billion) of investment products. Through Gopher Asset Management, Noah had assets under management of RMB156.2 billion (US\$22.0 billion) as of September 30, 2022.

Noah’s wealth management business primarily distributes private equity, private secondary, mutual fund and other products denominated in RMB and other currencies. Noah's network covers 76 cities in mainland China, as well as offices in Hong Kong, Taiwan, New York, Silicon Valley and Singapore. A total of 1,257 relationship managers provide customized financial solutions for clients through this network, and meet their international investment needs. The Company’s wealth management business had 433,250 registered clients as of September 30, 2022. Through Gopher Asset Management, Noah manages private equity, public securities, real estate, multi-strategy and other investments denominated in RMB and other currencies. The Company also provides other services.

For more information, please visit Noah at ir.noahgroup.com.

SAFE HARBOR STATEMENT

This announcement contains forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "will," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," "confident" and similar statements. Noah may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission, in its annual reports to shareholders, in announcements, circulars or other publications made on the website of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about Noah's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause Noah's actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: its goals and strategies; its future business development, financial condition and results of operations; the expected growth of the wealth management and asset management market in China and internationally; its expectations regarding demand for and market acceptance of the products it distributes; investment risks associated with investment products distributed to Noah's investors, including the risk of default by counterparties or loss of value due to market or business conditions or misconduct by counterparties; its expectations regarding keeping and strengthening its relationships with key clients; relevant government policies and regulations relating to its industries; its ability to attract and retain qualified employees; its ability to stay abreast of market trends and technological advances; its plans to invest in research and development to enhance its product choices and service offerings; competition in its industries in China and internationally; general economic and business conditions globally and in China; and its ability to effectively protect its intellectual property rights and not to infringe on the intellectual property rights of others. Further information regarding these and other risks is included in Noah's filings with the U.S. Securities and Exchange Commission and the Hong Kong Stock Exchange. All information provided in this press release and in the attachments is as of the date of this press release, and Noah does not undertake any obligation to update any such information, including forward-looking statements, as a result of new information, future events or otherwise, except as required under the applicable law.

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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)

(NYSE Ticker Symbol: NOAH; HKEX Stock Code: 6686)

**VOLUNTARY ANNOUNCEMENT
POLL RESULTS OF THE ANNUAL GENERAL MEETING**

Noah Holdings Private Wealth and Asset Management Limited (the “**Company**”) held an annual general meeting (the “**AGM**”) on Friday, December 16, 2022 at 10:00 a.m., Hong Kong time (or 9:00 p.m. on Thursday, December 15, 2022, New York time).

References are made to the circular of the Company (the “**Circular**”) and notice of the AGM both dated November 14, 2022. Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as defined in the Circular.

The matters set forth below were voted on by the Shareholders and approved at the AGM. Detailed descriptions of each resolution (the “**Resolution(s)**”) are contained in the Circular.

RESOLUTION 1:

- (1) **BY WAY OF A SPECIAL RESOLUTION**, that the adoption of the revised Articles of Association in substitution for and to the exclusion of the existing Articles of Association, incorporating the amendments as set out in Appendix II to the Circular with effect from the Effective Date be approved.

For	Against	Abstentions
30,760,271	3,343	582

Accordingly, this Resolution was carried as a special resolution.

RESOLUTION 2:

- (2) **BY WAY OF AN ORDINARY RESOLUTION**, the grant of a repurchase mandate (the “**Repurchase Mandate**”) to the Board to repurchase Shares and/or ADSs not exceeding 10% of the total number of issued and outstanding Shares of the Company as of the date of passing of this ordinary resolution be approved.

For	Against	Abstentions
30,762,664	1,435	97

Accordingly, this Resolution was carried as an ordinary resolution.

RESOLUTION 3:

- (3) **BY WAY OF AN ORDINARY RESOLUTION**, the grant of an issuance mandate (the “**Issuance Mandate**”) to the Board to issue, allot or deal with unissued Shares and/or ADSs not exceeding 20% of the total number of issued and outstanding Shares of the Company as of the date of passing of this ordinary resolution be approved.

For	Against	Abstentions
28,860,096	1,897,800	6,300

Accordingly, this Resolution was carried as an ordinary resolution.

RESOLUTION 4:

- (4) **BY WAY OF AN ORDINARY RESOLUTION**, that conditional upon passing of resolution numbers 2 and 3 above, the extension of the Issuance Mandate by adding the number of repurchased Shares under the Repurchase Mandate to the total number of Shares and/or ADSs which may be allotted and issued by the Directors pursuant to the Issuance Mandate, provided that such amount shall not exceed 10% of the number of the issued Shares as of the date of passing of this resolution, be approved.

For	Against	Abstentions
27,018,154	3,740,217	5,825

Accordingly, this Resolution was carried as an ordinary resolution.

RESOLUTION 5:

- (5) **BY WAY OF AN ORDINARY RESOLUTION**, that the adoption of the 2022 Share Incentive Plan with effect from the Effective Date be approved, and the Directors be authorized to do all acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2022 Share Incentive Plan, including without limitation:
- (a) to administer or authorize a committee of the Board to administer the 2022 Share Incentive Plan under which Awards will be granted to the Eligible Individuals under the 2022 Share Incentive Plan to subscribe for the Shares and the ADSs of the Company, including but not limited to determining and granting the Awards in accordance with the terms of the 2022 Share Incentive Plan;
 - (b) subject to the Hong Kong Listing Rules, to modify and/or amend the 2022 Share Incentive Plan from time to time provided that such modification and/or amendment is effected in accordance with the terms of the 2022 Share Incentive Plan;
 - (c) subject to the Hong Kong Listing Rules, to allot and issue from time to time such Shares which shall not in aggregate exceed the lowers of 3,000,000 Shares and 10% of the total number of Shares outstanding as at the date of approval of the 2022 Share Incentive Plan by the Shareholders (the “**Scheme Mandate Limit**”), as may be required to be allotted and issued pursuant to the exercise of the Awards under the 2022 Plan; and
 - (d) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2022 Share Incentive Plan.

For	Against	Abstentions
27,740,055	2,913,811	110,330

Accordingly, this Resolution was carried as an ordinary resolution.

RESOLUTION 6:

- (6) **BY WAY OF AN ORDINARY RESOLUTION**, subject to the Hong Kong Listing Rules and conditional upon passing of resolution number 5 above, the Directors be authorized to allot and issue to Service Providers from time to time such Shares which shall be the lower of (i) 60,000 Shares and (ii) such number of Shares representing 2% of the Scheme Mandate Limit, as may be required to be allotted and issued pursuant to the exercise and/or vest of the Awards under the 2022 Share Incentive Plan.

For	Against	Abstentions
27,741,306	2,913,079	109,811

Accordingly, this Resolution was carried as an ordinary resolution.

The total number of the issued and outstanding Shares as of the date of the AGM was 32,145,875 Class A ordinary shares. The total number of the issued and outstanding Shares as of the Shares Record Date was 32,145,875 Class A ordinary shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. A total of 30,764,196 Class A ordinary shares were present virtually or represented by proxy at the AGM, constituting a quorum.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, pursuant to the Hong Kong Listing Rules, no Shareholders were required to abstain from voting on the Resolution numbers 1 to 6 at the AGM and none of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the Resolution numbers 1 to 6 at the AGM. In addition, there were (a) no Shares entitling the holders to attend and abstain from voting in favor of the Resolutions numbers 1 to 6 at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules; and (b) no restrictions on any Shareholders casting votes on the Resolution numbers 1 to 6 at the AGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer at the AGM for the purpose of vote-taking.

By order of the Board
Noah Holdings Private Wealth and Asset Management Limited
Jingbo Wang
Chairwoman of the Board

Hong Kong, December 16, 2022

As of the date of this announcement, the Board comprises Ms. Jingbo Wang, the chairwoman of the Board, Mr. Zhe Yin and Ms. Chia-Yue Chang as Directors; Mr. Neil Nanpeng Shen and Mr. Boquan He as non-executive Directors; and Dr. Zhiwu Chen, Ms. May Yihong Wu, Mr. Tze-Kaing Yang and Mr. Jinbo Yao as independent Directors.