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

FORM 6-K

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

For the month of June 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):

INCORPORATION BY REFERENCE

Exhibit 8.2, Exhibit 23.4 and Exhibit 23.5 to this current report on Form 6-K shall be deemed to be incorporated by reference into the registration statement on Form F-3 of Noah Holdings Limited (File No. 333-265732), and shall be a part thereof from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

EXHIBIT INDEX

Exhibit No.	Description
8.2	Opinion of Zhong Lun Law Firm regarding certain PRC law matters
23.4	Consent of Zhong Lun Law Firm (included in Exhibit 8.2)
23.5	Consent of Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.

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: June 29, 2022



上海市浦东新区世纪大道8号国金中心二期6/10/11/16/17层，邮编 200120
 6/10/11/16/17F, Two IFC, 8 Century Avenue, Pudong New Area, Shanghai 200120, P. R. China
 电话/Tel: +86 21 6061 3666 传真/Fax: +86 21 6061 3555
 网址: www.zhonglun.com

LEGAL OPINION

To **Noah Holdings Limited**
 Building 2, 1687 Changyang Road,
 Shanghai 200090
 People's Republic of China

June 29, 2022

Dear Sir/Madam:

1. We are lawyers qualified in the People's Republic of China (the "PRC") and are qualified to issue opinions on the PRC Laws (as defined in Section 4 below). For the purpose of this legal opinion (this "Opinion"), the PRC does not include the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan.
2. We act as PRC legal counsel to Noah Holdings Limited (the "Company"), a company incorporated under the laws of Cayman Islands, solely in connection with the offering of Class A ordinary shares of par value US\$0.0005 per share of the Company, as described in the prospectus supplement dated June 29, 2022 (the "Prospectus Supplement"), which supplements the base prospectus contained in the Company's registration statement on Form F-3 filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") on June 21, 2022.
3. For the purpose of the filing of the Prospectus Supplement, we have been requested to provide this Opinion in connection with the Section "Taxation" in the Prospectus Supplement regarding PRC taxation.
4. The following terms as used in this Opinion are defined as follows:

"PRC Laws" means any and all laws, regulations and rules currently in force and publicly available in the PRC as of the date hereof.
5. This Opinion is rendered on the basis of the PRC Laws and we express no opinion as to any other laws and regulations. There is no guarantee that any of the PRC Laws, or the interpretation thereof or enforcement therefor, will not be changed, amended or replaced in the immediate future or in the longer term with or without retrospective effect.

6. Based upon and subject to the foregoing and subject to the disclosures contained in the Prospectus Supplement, we are of the opinion that, as of the date hereof, so far as the PRC Laws are concerned, the statements set forth in the Prospectus Supplement under the heading “Taxation — People’s Republic of China Taxation”, to the extent that the discussion states definitive legal conclusions under PRC tax laws and regulations, subject to the qualifications therein, constitute our opinion on such matters.

This Opinion is rendered to you for the purpose hereof only, and save as provided herein, this Opinion shall not be quoted nor shall a copy be given to any person (apart from the addressee) without our express prior written consent except where such disclosure is required to be made by applicable law or is requested by the SEC or any other regulatory agencies.

We hereby consent to the use of this Opinion in, and the filing hereof as an exhibit to, the Prospectus Supplement, and to the use of our firm’s name under the captions “Taxation” and “Legal Matters” in the Prospectus Supplement. In giving such consent, we do not thereby admit that we fall within the category of the person whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the regulations promulgated thereunder.

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Yours faithfully,

/s/ Zhong Lun Law Firm

Zhong Lun Law Firm

June 29, 2022

Noah Holdings Limited
Building 2, 1687 Changyang Road,
Shanghai 200090
People's Republic of China

Re: Consent of Frost & Sullivan

Ladies and Gentlemen,

Reference is made to the registration statement on Form F-3 (File No. 333-265732)(the "Registration Statement") and a preliminary prospectus supplement (together with the base prospectus included in the Registration Statement and any documents incorporated by reference therein, the "Preliminary Prospectus") of Noah Holdings Limited (the "Company") filed with the United States Securities and Exchange Commission (the "SEC") on June 21, 2022 and June 29, 2022, respectively, in connection with its public offering of its securities (the "Public Offering").

We hereby consent to the use of and references to our name and the inclusion of information, data and statements from our research reports and amendments thereto (collectively, the "Reports"), and any subsequent amendments to the Reports, as well as the citation of our independent industry reports and amendments thereto, (i) in the Registration Statement and any amendments thereto; (ii) the Preliminary Prospectus, (iii) Exhibit 99.1 to the current report on Form 6-K, titled "Noah Holdings Limited Supplemental and Updated Disclosures," furnished to the SEC on June 21, 2022, which is incorporated by reference into the Registration Statement, (iv) in any written correspondence with the SEC, (v) in any other future filings with the SEC by the Company, including, without limitation, filings of prospectus supplements to the base prospectus included in the Registration Statement, annual reports on Form 20-F, current reports on Form 6-K and other SEC filings (collectively, the "SEC Filings"), (iv) on the websites or in the publicity materials of the Company and its subsidiaries and affiliates, (v) in institutional and retail roadshows and other activities in connection with the Public Offering, and (vi) in other publicity and marketing materials in connection with the Public Offering.

We further hereby consent to the filing of this letter as an exhibit to the Registration Statement and any amendments thereto and as an exhibit to any other SEC Filings by the Company for the use of our data and information cited for the above-mentioned purposes.

Yours faithfully,

For and on behalf of
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.

/s/ Charles Lau

Name: Charles Lau

Title: Consulting Director
