
**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 June 2024

Commission file number: 001-34936

Noah Holdings Limited

**No.1226, South Shenbin Road, Minhang District,
Shanghai, People's Republic of China
+86 (21) 8035-8292
(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

EXPLANATORY NOTE

We submitted with The Stock Exchange of Hong Kong Limited a next day disclosure return form dated June 13, 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.

EXHIBIT INDEX

[Exhibit 99.1](#)

[Next Day Disclosure Return Dated June 13, 2024](#)

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 13, 2024

Next Day Disclosure Return
(Equity issuer - changes in issued shares or treasury shares, share buybacks and/or on-market sales of treasury shares)

Instrument: Equity issuer Status: New Submission
Name of Issuer: Noah Holdings Private Wealth and Asset Management Limited
Date Submitted: 13 June 2024

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

| Section I | | | | | |
|---|--|---|----------------------------|---|-------------------------------|
| 1. Class of shares | Ordinary shares | Type of shares | Not applicable | Listed on the Exchange | Yes |
| Stock code (if listed) | 06686 | Description | | | |
| A. Changes in issued shares or treasury shares | | | | | |
| Events | Changes in issued shares (excluding treasury shares) | | Changes in treasury shares | | Total number of issued shares |
| | Number of issued shares (excluding treasury shares) | As a % of existing number of issued shares (excluding treasury shares) before the relevant event (Note 3) | Number of treasury shares | Issue/ selling price per share (Note 4) | |
| Opening balance as at (Note 1) 05 June 2024 | 330,436,753 | | 0 | | 330,436,753 |
| 1). Other (please specify) Issue of new shares pursuant to vesting of restricted share units granted to Ms. Jingbo Wang and Mr. Zhe Yin under the 2022 Share Incentive Plan (as defined in the announcement dated April 2, 2024) (see remarks) Date of changes 12 June 2024 | 250,000 | 0.1 % | 0 | USD 2.08 | |
| Closing balance as at (Notes 5 and 6) 12 June 2024 | 330,686,753 | | 0 | | 330,686,753 |

| | |
|--|----------------|
| B. Shares redeemed or repurchased for cancellation but not yet cancelled as at the closing balance date (Notes 5 and 6) | Not applicable |
|--|----------------|

Remarks:

As disclosed in the Company's announcement in relation to the grant of restricted share units (the "RSUs") dated April 2, 2024, the Company proposed to grant 50,000 RSUs to Ms. Jingbo Wang and 50,000 RSUs to Mr. Zhe Yin on March 29, 2024 (U.S. Eastern Time), subject to the Shareholder's approval. On June 12, 2024, such resolutions were duly passed at the AGM. Therefore, in accordance with the vesting schedule set out in the Company's circular dated April 25, 2024, 25% of the RSUs granted to each of Ms. Jingbo Wang and Mr. Zhe Yin shall vest within ten business days following the date of the AGM, being 12,500 RSUs vest to Ms. Jingbo Wang and 12,500 RSUs vest to Mr. Zhe Yin, respectively. Upon vesting, 250,000 new ordinary shares were issued on June 12, 2024 (Hong Kong Time).

The date of changes of such event is June 12, 2024 (Hong Kong Time). For illustration purpose, the closing price of the Company's ADSs on the trading day immediately prior to the date of change (i.e., June 11, 2024 (U.S. Eastern Time)) was used to present the closing market price of the ADSs, which is US\$10.40 per ADS, or US\$2.08 per share (one ADS represents five shares).

Confirmation

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each issue of shares or sale or transfer of treasury shares as set out in Section I, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 7)

- (i) all money due to the listed issuer in respect of the issue of shares, or sale or transfer of treasury shares has been received by it;
- (ii) all pre-conditions for the listing imposed by the Main Board Rules / GEM 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 8);
- (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 all 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, sale or transfer;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been 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. *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.*
2. *Please set out all changes in issued shares or treasury shares requiring disclosure pursuant to Main Board Rule 13.25A / GEM Rule 17.27A together with the relevant dates of changes. 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.*
3. *The percentage change in the number of issued shares (excluding treasury shares) of the listed issuer is to be calculated by reference to the opening balance of the number of issued shares (excluding treasury shares) being disclosed in this Next Day Disclosure Return.*

4. *In the case of a share repurchase or redemption, the "issue/ selling price per share" shall be construed as "repurchase price per share" or "redemption price per share".
Where shares have been issued/ sold/ repurchased/ redeemed at more than one price per share, a volume-weighted average price per share should be given.*
5. *The closing balance date is the date of the last relevant event being disclosed.*
6. *For repurchase or redemption of shares, disclosure is required when the relevant event has occurred (subject to the provisions of Main Board Rules 10.06(4)(a), 13.25A and 13.31 / GEM Rules 13.13(1), 17.27A and 17.35), even if the repurchased or redeemed shares have not yet been cancelled.
If repurchased or redeemed shares are to be cancelled upon settlement of such repurchase or redemption after the closing balance date, they shall remain part of the issued shares as at the closing balance date in Part A. Details of these repurchased or redeemed shares shall be disclosed in Part B.*
7. *Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases.*
8. *"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.*

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).

Repurchase report

Not applicable

Section III must also be completed by a listed issuer where it has made a sale of treasury shares on the Exchange or any other stock exchange on which the issuer is listed which is discloseable under Main Board Rule 10.06B / GEM Rule 13.14B.

Report of on-market sale of treasury shares

Not applicable

Submitted by: Jingbo Wang
(Name)

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