
**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 February 2024

Commission file number: 001-34936

Noah Holdings Limited

**1226 South Shenbin Road
Shanghai 201107
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 monthly return form dated February 6, 2024 in relation to the movements in our authorized share capital and issued shares in January 2024. For details, please refer to Exhibit 99.1 to this current report on Form 6-K.

EXHIBIT INDEX

[Exhibit 99.1](#) [Monthly Return for Equity Issuer and Hong Kong Depository Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities](#)

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: February 6, 2024



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Noah Holdings Private Wealth and Asset Management Limited

Date Submitted: 06 February 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	06686	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	1,000,000,000	USD	0.00005	USD		50,000
Increase / decrease (-)				USD		
Balance at close of the month	1,000,000,000	USD	0.00005	USD		50,000

Total authorised/registered share capital at the end of the month: USD 50,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	06686	Description				
Balance at close of preceding month		328,034,660				
Increase / decrease (-)						
Balance at close of the month		328,034,660				

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable		Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		06686					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). 2010 Share Incentive Plan - share options	11,532	Cancelled	-2,782	8,750		87,500	0
General Meeting approval date (if applicable)							
2). 2017 Share Incentive Plan - share options	28,463	Cancelled	-7,163	21,300		213,000	0
General Meeting approval date (if applicable)							
3). 2022 Share Incentive Plan - share options	0			0		0	27,467,035
General Meeting approval date (if applicable) 16 December 2022							

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

Remarks:

(1) No further options will be granted under the 2010 Share Incentive Plan and 2017 Share Incentive Plan of the Company after December 23, 2022 (being the date on which the Primary Conversion became effective) as both plans have been terminated.

(2) The scheme mandate limit under the 2022 Share Incentive Plan is 3,000,000 ordinary shares (30,000,000 ordinary shares after share subdivision), which shall be applicable to options (as set out above) and share appreciation rights and Other Awards (as set out in Section III(D) of this monthly return) of the Company. The information under "The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month" represents the maximum number of the shares may be issued upon exercise of all share options to be granted under the 2022 Share Incentive Plan at close of the month.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		06686				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	2017 Share Incentive Plan - other than share options			0	0	
2).	2022 Share Incentive Plan - other than share options		16 December 2022	0	887,100	
3).	RSU Plan			0	22,527,740	

Total D (Ordinary shares): 0

Remarks:

(1) No further awards will be granted under the 2017 Share Incentive Plan of the Company after December 23, 2022 (being the date on which the Primary Conversion became effective) as the 2017 Share Incentive Plan has been terminated. Certain number of shares have been issued before the date on which Primary Conversion became effective. Such issued shares have been and are expected to be utilized to satisfy the awards granted under the 2017 Share Incentive Plan upon vesting. As a result, no new shares will be issued to satisfy the awards granted under the 2017 Share Incentive Plan.

(2) Under the 2022 Share Incentive Plan, the option, share appreciation rights, restricted share unit award, restricted share award, dividend equivalent award, and share payment award are collectively referred to as the "Awards". The Awards other than the option and the share appreciation rights are collectively referred to as the "Other Awards", the details of which may refer to the circular of the Company dated November 14, 2022.

(3) The scheme mandate limit under the 2022 Share Incentive Plan is 3,000,000 ordinary shares (30,000,000 ordinary shares after share subdivision), which shall be applicable to options (as set out in Section III(A) of this monthly return), share appreciation rights and Other Awards of the Company.

(4) RSU Plan refers to the restricted shares units that the Company has issued to certain clients who accepted settlement plans relating to Camsing Incident, the details of which may refer to the Prospectus of the Company dated June 30, 2022.

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 0
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (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 listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 3);
- (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 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.

Submitted by: Jingbo Wang
 Title: Director
 (Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "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.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"