
**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 January 2025

Commission File Number: 001-34936

Noah Holdings Limited

(Registrant's name)

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

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 to The Stock Exchange of Hong Kong Limited a monthly return form dated January 7, 2025 in relation to the movements in our authorized share capital and issued shares in December 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 Depositary 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: January 8, 2025



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 December 2024 Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

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

Date Submitted: 07 January 2025

I. Movements in Authorised / Registered Share Capital

| | | | | | | |
|-------------------------------------|--|----------------|----------------|---------------------------------|-------------------------------------|--|
| 1. Class of shares | Ordinary shares | Type of shares | Not applicable | Listed on the Exchange (Note 1) | Yes | |
| Stock code (if listed) | 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 and/or Treasury Shares

| | | | | | | |
|-------------------------------------|--|----------------|---------------------------|---------------------------------|-------------------------------|--|
| 1. Class of shares | Ordinary shares | Type of shares | Not applicable | Listed on the Exchange (Note 1) | Yes | |
| Stock code (if listed) | 06686 | Description | | | | |
| | Number of issued shares (excluding treasury shares) | | Number of treasury shares | | Total number of issued shares | |
| Balance at close of preceding month | 331,533,979 | | 0 | | 331,533,979 | |
| Increase / decrease (-) | 555,870 | | 3,063,510 | | | |
| Balance at close of the month | 332,089,849 | | 3,063,510 | | 335,153,359 | |

III. Details of Movements in Issued Shares and/or Treasury Shares

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

| | | | | | | | | | | | | | | | |
|--|---|---|--|---------------------------|----------------|---|---------------------------------|--|--|--|--|---|--|---|--|
| 1. Class of shares | | Ordinary shares | | Type of shares | Not applicable | | Listed on the Exchange (Note 1) | | | Yes | | | | | |
| Stock code (if listed) | | 06686 | | Description | | | | | | | | | | | |
| 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 | | Number of new shares issued during the month pursuant thereto (A1) | | Number of treasury shares transferred out of treasury during the month pursuant thereto (A2) | | Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month | | The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month | |
| 1). | 2022 Share Incentive Plan - share options | 0 | | | | 0 | | | | | | 0 | | 15,303,350 | |
| General Meeting approval date (if applicable) 16 December 2022 | | | | | | | | | | | | | | | |

Increase in issued shares (excluding treasury shares): _____ Ordinary shares (AA1)

Decrease in treasury shares: _____ Ordinary shares (AA2)

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

Remarks:

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 shares which may be issued or transferred out of treasury 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

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

Not applicable

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

| | | | | | | |
|---|--|----------------|---|--|--|---|
| 1. Class of shares | Ordinary shares | Type of shares | Not applicable | Listed on the Exchange (Note 1) | Yes | |
| Stock code (if listed) | 06686 | Description | | | | |
| Description of other agreements or arrangements | | | General Meeting approval date (if applicable) | Number of new shares issued during the month pursuant thereto (D1) | Number of treasury shares transferred out of treasury during the month pursuant thereto (D2) | Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month |
| 1). | 2022 Share Incentive Plan - other than share options | | 16 December 2022 | 912,500 | 0 | 9,570,835 |
| 2). | RSU Plan | | | 2,706,880 | 0 | 19,109,566 |

Increase in issued shares (excluding treasury shares): 3,619,380 Ordinary shares (DD1)

Decrease in treasury shares: 0 Ordinary shares (DD2)

Remarks:

(1) 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.

(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 in Section III(A) of this monthly return), share appreciation rights and Other Awards of the Company.

(3) 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.

(4) As disclosed in the Announcement, the Company granted RSUs involving an aggregate of 3,650,000 ordinary shares to certain grantees on December 20, 2024 (U.S. Eastern Time). Under such grants, 912,500 new ordinary shares were issued on December 20, 2024 (U.S. Eastern Time) upon vesting of the RSUs granted under the 2022 Share Incentive Plan.

(E). Other Movements in Issued Shares and/or Treasury Shares

| | | | | | | | | |
|------------------------|---|--------------------------|----------------|---------------------------|---|---|--|--|
| 1. Class of shares | Ordinary shares | Type of shares | Not applicable | | Listed on the Exchange (Note 1) | | Yes | |
| Stock code (if listed) | 06686 | Description | | | | | | |
| Events | | At price (if applicable) | | Date of event (Note 2) | General Meeting approval date (if applicable) | Increase/ decrease (-) in issued shares (excluding treasury shares) during the month pursuant thereto (E1) | Increase/ decrease (-) in treasury shares during the month pursuant thereto (E2) | Number of shares redeemed or repurchased for cancellation but not yet cancelled as at close of the month (Note 3) |
| | | Currency | Amount | | | | | |
| 1). | Repurchase of shares (shares held as treasury shares) | | | | 12 June 2024 | -3,063,510 | 3,063,510 | |

Increase/ decrease (-) in issued shares (excluding treasury shares): -3,063,510 Ordinary shares (EE1)

Increase/ decrease (-) in treasury shares: 3,063,510 Ordinary shares (EE2)

| | | |
|--|------------------|-----------------|
| Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): | <u>555,870</u> | Ordinary shares |
| Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): | <u>3,063,510</u> | Ordinary shares |

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

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 of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts 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 carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares 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 5);
- (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.

Submitted by: Jingbo Wang

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. 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. 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, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.
