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*Our American depositary shares, each representing one-half of our ordinary share, are listed on the New York Stock Exchange in the United States under the symbol NOAH.*

# **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)**

### **FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING**

Attached please find the form of proxy for holders of ordinary shares of Noah Holdings Private Wealth and Asset Management Limited (the “**Company**”), which serves as the form of proxy for the extraordinary general meeting of the Company to be held on Thursday, October 26, 2023 at 9:00 a.m., Hong Kong time (or 9:00 p.m. on Wednesday, October 25, 2023, New York time), and at any adjourned meeting thereof. This form of proxy is also available for viewing on the Company’s website at [ir.noahgroup.com](http://ir.noahgroup.com).

By order of the Board

**Noah Holdings Private Wealth and Asset Management Limited**

**Jingbo Wang**

*Chairwoman of the Board*

Hong Kong, September 19, 2023

*As of the date of this announcement, the board of directors comprises Ms. Jingbo Wang, the chairwoman, and Mr. Zhe Yin as directors; Ms. Chia-Yue Chang, Mr. Kai Wang and Mr. Boquan He as non-executive directors; and Dr. Zhiwu Chen, Ms. Cynthia Jinhong Meng, Ms. May Yihong Wu and Mr. Jinbo Yao as independent directors.*

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#### FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

to be held on October 26, 2023 at 9:00 a.m. (Hong Kong time)

(or any adjournment(s) or postponement(s) thereof)

#### INTRODUCTION

This form of proxy (the “**Form of Proxy**”) is furnished in connection with the solicitation by the board of directors of Noah Holdings Private Wealth and Asset Management Limited, a Cayman Islands exempted company (the “**Company**”), of proxies from the holders of the issued ordinary shares of the Company with a par value of US\$0.0005 per share (the “**ordinary shares**”) to be exercised at the extraordinary general meeting of the Company (the “**EGM**”) to be held at 34/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, on Thursday, October 26, 2023 at 9:00 a.m., Hong Kong time (or 9:00 p.m. on Wednesday, October 25, 2023, New York time), and at any adjourned meeting thereof, for the purposes set forth in the accompanying notice of the EGM.

Only the holders of the ordinary shares at the close of business on Tuesday, September 12, 2023, Hong Kong time, as the record date are entitled to attend and vote at the EGM or any adjourned meeting thereof. Each ordinary share is entitled to one vote on all matters at the EGM. The quorum of the EGM is one or more shareholders, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, which carry in aggregate (or representing by proxy) not less than one-tenth of all votes attaching to all ordinary shares in issue and entitled to vote at the EGM.

The ordinary shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the holder of the proxy will vote the ordinary shares in his/her/its discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the EGM acts as proxy and is entitled to exercise his/her discretion, he/she is likely to vote the ordinary shares for the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned meeting thereof, which may properly be acted upon, unless otherwise indicated, the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any proxy given by a holder of ordinary shares by means of a proxy form, pursuant to this solicitation may be revoked by submitting a written notice of revocation or a fresh proxy form bearing a later date, which must be received by the deadline for returning the proxy forms set forth above, or by attending the EGM. **Holders of American Depositary Shares (the “ADSs”) should not use this form to vote, but must follow the instructions provided by Citibank, N.A., as depositary for the ADSs (the “Depositary”), to ADS holders on how to instruct the Depositary to vote the ordinary shares represented by their ADSs.** Any questions on how an ADS holder may instruct the Depositary to vote ordinary shares represented by ADSs should be directed to the Depositary.

You may instruct your proxy to vote some or all of the ordinary shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your ordinary shares in the same way on any resolution. In this case, please specify in the voting boxes the number of ordinary shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution.

**To be valid, this Form of Proxy must be completed, signed and returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and no later than 9:00 a.m. on October 24, 2023, Hong Kong time, to ensure your representation at the EGM.**

# 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)

### FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING to be held on Thursday, October 26, 2023 at 9:00 a.m., Hong Kong time (or any adjournment(s) or postponement(s) thereof)

I/We<sup>(Note 1)</sup> \_\_\_\_\_ (name)  
\_\_\_\_\_, \_\_\_\_\_ (address),  
being the registered holder of \_\_\_\_\_ ordinary shares<sup>(Note 2)</sup>,  
par value US\$0.0005 per share, of Noah Holdings Private Wealth and Asset Management Limited (the "Company") hereby appoint the Chairman of the Extraordinary General Meeting<sup>(Note 3)</sup> or \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (or at any adjournment(s) or postponement(s) thereof) of the Company to be held at 34/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Thursday, October 26, 2023 at 9:00 a.m., Hong Kong time (or any adjournment(s) or postponement(s) thereof), and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit<sup>(Note 4, 6, 7, 8, 9)</sup>.

No.	ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	Subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited's listing approval and (ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable), the requirements from New York Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to effect the Share Subdivision (as defined below), each of the issued and unissued ordinary shares of par value of US\$0.0005 each be and is hereby subdivided into ten (10) ordinary shares of par value of US\$0.0005 each ("Subdivided Shares"), and such Subdivided Shares shall rank <i>pari passu</i> in all respects with each other in accordance with the Memorandum and Articles of Association and have the same rights and privileges and be subject to the same restriction as the shares of the Company in issue prior to the Share Subdivision, with effect from the second business day immediately following the date on which this resolution is passed, being a day on which the Hong Kong Stock Exchange is open for business of dealing in securities (the "Share Subdivision"), such that after the Share Subdivision, the authorized share capital of the Company be changed from US\$50,000 divided into 100,000,000 ordinary shares of par value of US\$0.0005 each to US\$50,000 divided into 1,000,000,000 ordinary shares of par value of US\$0.0005 each, and that any director of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such documents, instruments and agreements and to do all such acts or things deemed by such director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in and/or for implementation of the Share Subdivision including but not limited to, cancelling any existing share certificates and issuing new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.			

Dated \_\_\_\_\_ 2023

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this Form of Proxy must be initialed by the person(s) who sign(s) it.
- IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked "for." If you wish to vote against a particular resolution, tick the appropriate box marked "against." If you wish to abstain from voting on a particular resolution, tick the appropriate box marked "abstain." If you do not complete this section, your proxy will vote or abstain at his/her discretion. According to the Companies Act (As Revised) of the Cayman Islands, the Shares in abstention do not need to be calculated as votes cast at the EGM.**
- This Form of Proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be).
- Please refer to the circular for EGM dated September 19, 2023 (the "Circular") and the accompanying notice of EGM for details of the resolution.
- Unless otherwise specified, terms defined in this Form of Proxy shall have the same meanings as those set out in the Circular.
- In the case of joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in register of members in respect of the relevant joint holding.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address.

You and your proxy's Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy's Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's share registrar and its Hong Kong branch share registrar and transfer office and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by following means:

By mail to: Personal Data Privacy Officer  
Computershare Hong Kong Investor Service Limited  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong