

Noah Holdings Ltd  
Form 6-K  
November 21, 2017

**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 November 2017**

**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)**

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Indicate by check mark whether the registrant the registrant files or will file annual reports under cover of 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):

**SIGNATURES**

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/ Shang-yan Chuang  
Shang-yan Chuang  
Chief Financial Officer

Date: November 21, 2017

**EXHIBIT INDEX**

Exhibit 99.1 Press Release

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**NOAH HOLDINGS LIMITED ANNOUNCES UNAUDITED FINANCIAL RESULTS FOR  
THE THIRD QUARTER OF 2017**

SHANGHAI, November 20, 2017 Noah Holdings Limited (Noah or the Company) (NYSE: NOAH), a leading wealth and asset management service provider in China with a focus on global investment and asset allocation services for high net worth individuals and enterprises, today announced its unaudited financial results for the third quarter of 2017.

**THIRD QUARTER 2017 FINANCIAL HIGHLIGHTS**

**Net revenues** for the third quarter of 2017 were RMB684.3 million (US\$102.9 million), a 12.5% increase from the corresponding period in 2016.

(RMB millions,

| except percentages)         | Q3 2016      | Q3 2017      | YoY Change   |
|-----------------------------|--------------|--------------|--------------|
| Wealth management           | 474.6        | 488.9        | 3.0%         |
| Asset management            | 122.5        | 164.6        | 34.3%        |
| Internet financial services | 11.4         | 30.9         | 172.0%       |
| <b>Total net revenues</b>   | <b>608.5</b> | <b>684.3</b> | <b>12.5%</b> |

**Income from operations** for the third quarter of 2017 was RMB160.3 million (US\$24.1 million), a 1.3% decrease from the corresponding period in 2016.

(RMB millions,

| except percentages)                 | Q3 2016      | Q3 2017      | YoY Change    |
|-------------------------------------|--------------|--------------|---------------|
| Wealth management                   | 143.1        | 106.8        | (25.3%)       |
| Asset management                    | 62.4         | 77.5         | 24.3%         |
| Internet financial services         | (43.0)       | (24.0)       | (44.1%)       |
| <b>Total income from operations</b> | <b>162.5</b> | <b>160.3</b> | <b>(1.3%)</b> |

**Net income attributable to Noah shareholders** for the third quarter of 2017 was RMB185.9 million (US\$27.9 million), a 19.8% increase from the corresponding period in 2016.

**Non-GAAP<sup>1</sup> net income attributable to Noah shareholders** for the third quarter of 2017 was RMB215.4 million (US\$32.4 million), a 19.9% increase from the corresponding period in 2016.

**THIRD QUARTER 2017 OPERATIONAL UPDATES**

**Wealth Management Business**

The Company's wealth management business offers financial products and provides comprehensive financial services to high net worth individuals, enterprise and institutional clients. Through its wealth management business, Noah primarily distributes onshore and offshore fixed income products, private equity products, secondary market products and insurance products.

**Total number of registered clients** as of September 30, 2017 was 175,979, a 34.9% increase from September 30, 2016.

<sup>1</sup> Noah's Non-GAAP financial measures are its corresponding GAAP financial measures as adjusted by excluding the effects of all forms of share-based compensation.

**Total number of active clients<sup>2</sup>** during the third quarter of 2017 was 4,456, a 2.7% increase from September 30, 2016.

**Aggregate value of financial products distributed** during the third quarter of 2017 was RMB23.5 billion (US\$3.5 billion), a 1.5% decrease from the third quarter of 2016.

| Product type            | Three months ended September 30,      |        |      |        |
|-------------------------|---------------------------------------|--------|------|--------|
|                         | 2016                                  |        | 2017 |        |
|                         | (RMB in billions, except percentages) |        |      |        |
| Fixed income            | 17.0                                  | 71.2%  | 10.8 | 45.8%  |
| Private equity          | 5.4                                   | 22.5%  | 9.6  | 40.7%  |
| Secondary market equity | 1.0                                   | 4.3%   | 3.1  | 13.2%  |
| Other products          | 0.5                                   | 2.0%   | 0.1  | 0.3%   |
| All products            | 23.9                                  | 100.0% | 23.5 | 100.0% |

**Average transaction value per client<sup>3</sup>** for the third quarter of 2017 was RMB5.3 million (US\$0.8 million), a 4.1% decrease from the corresponding period in 2016.

**Number of relationship managers** was 1,286 as of September 30, 2017, a 2.1% increase from June 30, 2017 and a 17.4% increase from September 30, 2016.

#### Asset Management Business

Gopher Asset Management Co. Ltd. ( Gopher ), a wholly-owned subsidiary of the Company, is a leading alternative asset manager in China. Gopher develops and manages private equity, real estate, secondary market, credit and other investments denominated in both Renminbi and foreign currencies.

**Total assets under management** as of September 30, 2017 were RMB142.9 billion (US\$21.5 billion), a 3.0% increase from June 30, 2017 and a 24.4% increase from September 30, 2016.

| Investment type   | As of June 30, 2017                |        | Asset Growth | Asset Expiration/ Redemption | As of September 30, 2017 |        |
|-------------------|------------------------------------|--------|--------------|------------------------------|--------------------------|--------|
|                   | (RMB billions, except percentages) |        |              |                              |                          |        |
|                   |                                    |        |              |                              |                          |        |
| Real estate       | 15.4                               | 11.1%  | 0.8          | 4.6                          | 11.6                     | 8.1%   |
| Private equity    | 72.2                               | 52.0%  | 9.3          | 0.2                          | 81.3                     | 56.9%  |
| Secondary market  | 6.9                                | 4.9%   | 0.1          | 1.0                          | 6.0                      | 4.2%   |
| Credit            | 40.7                               | 29.4%  | 8.9          | 9.2                          | 40.4                     | 28.3%  |
| Other investments | 3.5                                | 2.5%   | 0.1          |                              | 3.6                      | 2.5%   |
| All Investments   | 138.7                              | 100.0% | 19.2         | 14.9                         | 142.9                    | 100.0% |

## **Internet Financial Service Business**

The Company's Internet financial service business includes its online wealth management platform as well as micro-lending, payment processing and other online services.

Mr. Kenny Lam, Group President of Noah, said, "We delivered another quarter of solid operating and financial performance for our shareholders. In particular, we are quite pleased to see a higher share of equity-related products in the overall product mix, helping us improve our earnings quality, as evidenced by a much larger share of recurring and carry income received in the third quarter. We continue to successfully execute our global strategy, launching new products and overseas branches, and providing a wider range of comprehensive financial services for our high net worth and institutional clients alike."

- <sup>2</sup> Active clients refers to registered clients who purchased financial products distributed by Noah during the period specified.
- <sup>3</sup> Average transaction value per client refers to the average value of financial products distributed by Noah that were purchased by active clients during the period specified.

## THIRD QUARTER 2017 FINANCIAL RESULTS

### *Net Revenues*

**Net revenues** for the third quarter of 2017 were RMB684.3 million (US\$102.9 million), a 12.5% increase from the corresponding period in 2016, primarily driven by increased recurring service fee revenues and performance-based income.

### **Wealth Management Business**

**Net revenues from one-time commissions** for the third quarter of 2017 were RMB211.3 million (US\$31.8 million), a 24.3% decrease from the corresponding period in 2016, primarily due to a decline in sales of insurance products.

**Net revenues from recurring service fees** for the third quarter of 2017 were RMB209.6 million (US\$31.5 million), a 19.9% increase from the corresponding period in 2016. The increase was primarily due to the cumulative effect of financial products with recurring service fees previously distributed.

**Net revenues from performance-based income** for the third quarter of 2017 were RMB48.0 million (US\$7.2 million), compared with RMB1.2 million in the corresponding period of 2016, primarily due to the realization of performance-based income from a real estate product distributed in previous periods.

**Net revenues from other service fees** for the third quarter of 2017 were RMB19.9 million (US\$3.0 million), a 2.6% increase from the corresponding period in 2016.

### **Asset Management Business**

**Net revenues from recurring service fees** for the third quarter of 2017 were RMB132.9 million (US\$20.0 million), a 12.0% increase from the corresponding period in 2016. The increase was primarily due to the increase in assets under management.

**Net revenues from performance-based income** for the third quarter of 2017 were RMB26.3 million (US\$4.0 million), compared with RMB3.5 million in the corresponding period of 2016, primarily due to the realization of performance-based income from a real estate project.

### **Internet Financial Service Business**

**Net revenues for the third quarter of 2017** were RMB30.9 million (US\$4.6 million), a 172.0% increase from the corresponding period in 2016. The increase was primarily due to the growth in overall Internet

financial services compared with the corresponding period of 2016.

***Operating costs and expenses***

**Operating costs and expenses** for the third quarter of 2017 were RMB524.0 million (US\$78.8 million), a 17.5% increase from the corresponding period in 2016. Operating costs and expenses for the third quarter of 2017 primarily consisted of compensation and benefits of RMB356.2 million (US\$53.5 million), selling expenses of RMB77.0 million (US\$11.6 million), general and administrative expenses of RMB60.7 million (US\$9.1 million) and other operating expenses of RMB35.3 million (US\$5.3 million).

**Operating costs and expenses for the wealth management business** for the third quarter of 2017 were RMB382.0 million (US\$57.4 million), a 15.2% increase from the corresponding period in 2016, primarily due to an increase in relationship manager compensation, resulting from higher PE/VC product sales volume which have relatively higher commissions.

**Operating costs and expenses for the asset management business** for the third quarter of 2017 were RMB87.0 million (US\$13.1 million), a 44.8% increase from the corresponding period in 2016, primarily due to an increase in staff compensation.

**Operating costs and expenses for the Internet financial service business** for the third quarter of 2017 were RMB54.9 million (US\$8.3 million), a 1.1% increase from the corresponding period in 2016.

#### ***Operating Margin***

**Operating margin** for the third quarter of 2017 was 23.4%, a decrease from 26.7% for the corresponding period in 2016. The decrease was mainly due to decreased government subsidies.

**Operating margin for the wealth management business** for the third quarter of 2017 decreased to 21.9% from 30.1% for the corresponding period in 2016.

**Operating margin for the asset management business** for the third quarter of 2017 was 47.1%, compared with 50.9% for the corresponding period in 2016.

**Operating loss for the Internet financial service business** for the third quarter of 2017 was RMB24.0 million (US\$3.6 million), down from RMB43.0 million for the corresponding period in 2016.

#### ***Income Tax Expenses***

**Income tax expenses** for the third quarter of 2017 were RMB41.8 million (US\$6.3 million), a 23.2% increase from the corresponding period in 2016. The increase was primarily due to higher taxable income and a higher effective tax rate.

#### ***Income from Equity in Affiliates***

**Income from equity in affiliates** for the third quarter of 2017 was RMB45.7 million (US\$6.9 million), compared with RMB5.1 million in the corresponding period in 2016. The increase was mainly due to the increased net asset value of the Company's investments in the funds managed by Gopher as a general partner.

#### ***Net Income***

#### **Net Income**

**Net income** for the third quarter of 2017 was RMB183.4 million (US\$27.6 million), a 24.3% increase from the corresponding period in 2016.

**Net margin** for the third quarter of 2017 was 26.8%, up from 24.3% for the corresponding period in 2016.

**Net income attributable to Noah shareholders** for the third quarter of 2017 was RMB185.9 million (US\$27.9 million), a 19.8% increase from the corresponding period in 2016.

**Net income attributable to Noah shareholders per basic and diluted ADS** for the third quarter of 2017 was RMB3.28 (US\$0.49) and RMB3.13 (US\$0.47), respectively, up from RMB2.75 and RMB2.65 respectively, for the corresponding period in 2016.

#### **Non-GAAP Net Income Attributable to Noah Shareholders**

**Non-GAAP net income attributable to Noah shareholders** for the third quarter of 2017 was RMB215.4 million (US\$32.4 million), a 19.9% increase from the corresponding period in 2016.

**Non-GAAP net margin attributable to Noah shareholders** for the third quarter of 2017 was 31.5%, up from 29.5% for the corresponding period in 2016.

**Non-GAAP net income attributable to Noah shareholders per diluted ADS** for the third quarter of 2017 was RMB3.62 (US\$0.54), up from RMB3.05 for the corresponding period in 2016.

#### ***Balance Sheet and Cash Flow***

As of September 30, 2017, the Company had RMB1,987.8 million (US\$298.8 million) in cash and cash equivalents, compared with RMB2,003.5 million as of June 30, 2017 and RMB1,756.9 million as of September 30, 2016.

Net cash inflow from the Company's operating activities during the third quarter of 2017 was RMB363.6 million (US\$54.7 million), as a result of a positive profit earned from normal business operations and a decrease of receivables.

Net cash inflow from the Company's investing activities during the third quarter of 2017 was RMB247.9, million (US\$37.3 million), primarily due to the proceeds from sales of available-for-sale securities and matured factoring arrangements that are accounted for as secured borrowings.

Net cash outflow from the Company's financing activities was RMB609.8 million (US\$91.7 million) in the third quarter of 2017, primarily due to the decrease in mezzanine equity associated with the redemption of Sequoia's investment in Gopher and payments of matured factoring arrangements that are accounted for as secured borrowings.

On July 8, 2017, the Company's board of directors authorized a share repurchase program of up to US\$50 million worth of its issued and outstanding ADSs over the course of one year. As of September 30, 2017, the Company had repurchased no ADS under this program.

#### **2017 FORECAST**

The Company estimates that non-GAAP net income attributable to Noah shareholders for the full year 2017 will be in the range of RMB825 million to RMB860 million, an increase of 14.1% to 18.9% compared with the full year of 2016. This estimate reflects management's current business outlook and is subject to change.

#### **CONFERENCE CALL**

Senior management will host a combined English and Chinese language conference call to discuss the Company's third quarter 2017 unaudited financial results and recent business activities.



The conference call may be accessed with the following details:

**Conference call details**

Date/Time: Monday, November 20, 2017 at 8:00 p.m., U.S. Eastern Time

Tuesday, November 21, 2017 at 9:00 a.m., Hong Kong Time

Dial in details:

- United States Toll Free +1-866-311-7654

- Mainland China Toll Free 4001-201203

- Hong Kong Toll Free 800-905-945

- International +1-412-317-5227

Conference Title: Noah Holdings Limited Third quarter 2017 Earnings Call

Participant Password: Noah Holdings

A telephone replay will be available starting one hour after the end of the conference call until November 27, 2017 at +1-877-344-7529 (US Toll Free) or +1-412-317-0088 (International Toll). The replay access code is 10114220.

A live and archived webcast of the conference call will be available at Noah's investor relations website under the News & Events section at <http://ir.noahwm.com>.

## DISCUSSION OF NON-GAAP FINANCIAL MEASURES

In addition to disclosing financial results prepared in accordance with U.S. GAAP, the Company's earnings release contains non-GAAP financial measures that exclude the effects of all forms of share-based compensation. The reconciliation of these non-GAAP financial measures to the nearest GAAP measures is set forth in the table captioned "Reconciliation of GAAP to Non-GAAP Results" below.

The non-GAAP financial measures disclosed by the Company should not be considered a substitute for financial measures prepared in accordance with U.S. GAAP. The financial results reported in accordance with U.S. GAAP and reconciliation of GAAP to non-GAAP results should be carefully evaluated. The non-GAAP financial measure used by the Company may be prepared differently from, and therefore may not be comparable to, similarly titled measures used by other companies.

When evaluating the Company's operating performance in the periods presented, management reviewed non-GAAP net income attributable to Noah shareholders results reflecting adjustments to exclude the impact of share-based compensation to supplement U.S. GAAP financial data. As such, the Company believes that the presentation of the non-GAAP net income attributable to Noah shareholders, non-GAAP net income attributable to Noah shareholders per diluted ADS and non-GAAP net margin attributable to Noah shareholders provides important supplemental information to investors regarding financial and business trends relating to the Company's financial condition and results of operations in a manner consistent with that used by management. Pursuant to U.S. GAAP, the Company recognized significant amounts of expenses for the restricted shares and share options in the periods presented. The Company utilized the non-GAAP financial results to make financial results comparable period to period and to better understand its historical business operations.

## ABOUT NOAH HOLDINGS LIMITED

Founded in 2005, Noah Holdings Limited (NYSE: NOAH) is a leading wealth and asset management service provider in China with a focus on global investment and asset allocation services for high net worth individuals and enterprises. In the first nine months of 2017, Noah distributed RMB89.2 billion (US\$13.4 billion) of financial products. Through its wholly-owned subsidiary, Gopher Asset Management, Noah had assets under management of RMB142.9 billion (US\$21.5 billion) as of September 30, 2017.

Noah's wealth management business primarily distributes onshore and offshore fixed income products, private equity products, secondary market products and insurance products. Noah delivers customized financial solutions to clients through a network of 1,286 relationship managers across 222 branches and sub-branches in 78 cities in China, and serves the international investment needs of its clients through wholly owned subsidiaries in Hong Kong, Taiwan and the United States. The Company's wealth management business had 175,979 registered clients as of September 30, 2017. As a leading alternative asset manager in China, Gopher Asset Management manages private equity, real estate, secondary market, credit and other investments denominated in both Renminbi and foreign currencies. The Company also provides Internet financial services, including online wealth management, micro-lending and payment processing services, etc.

For more information, please visit Noah at [ir.noahwm.com](http://ir.noahwm.com).

## FOREIGN CURRENCY TRANSLATION

In this announcement, the unaudited financial results for the quarter ended September 30, 2017 are stated in RMB. This announcement contains currency conversions of certain RMB amounts into US\$ at specified rates solely for the convenience of the reader. Unless otherwise noted, all translations from RMB to US\$ are made at a rate of RMB6.6533 to US\$1.00, the effective noon buying rate for September 30, 2017 as set forth in the H.10 statistical

release of the Federal Reserve Board.

## **SAFE HARBOR STATEMENT**

This announcement contains forward-looking statements. These statements are made under the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as will, expects, anticipates, future, intends, plans, believes, estimates, confident a statements. Among other things, the outlook for 2017 and quotations from management in this announcement, as well as Noah's strategic and operational plans, contain forward-looking statements. Noah may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission, in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about Noah's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause Noah's actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: its goals and strategies; its future business development, financial condition and results of operations; the expected growth of the wealth management market in China and internationally; its expectations regarding demand for and market acceptance of the products it distributes; its expectations regarding keeping and strengthening its relationships with key clients; relevant government policies and regulations relating to its industry; its ability to attract and retain qualified employees; its ability to stay abreast of market trends and technological advances; its plans to invest in research and development to enhance its product choices and service offerings; competition in its industry in China and internationally; general economic and business conditions in China; and its ability to effectively protect its intellectual property rights and not to infringe on the intellectual property rights of others. Further information regarding these and other risks is included in Noah's filings with the U.S. Securities and Exchange Commission, including its annual reports on Form 20-F. All information provided in this press release and in the attachments is as of the date of this press release, and Noah does not undertake any obligation to update any such information, including forward-looking statements, as a result of new information, future events or otherwise, except as required under the applicable law.

### **Contacts:**

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FINANCIAL AND OPERATIONAL TABLES FOLLOW

**Noah Holdings Limited**  
**Condensed Consolidated Balance Sheets**  
**(unaudited)**

|                                                                                                                                                                                             | June 30,<br>2017<br>RMB 000 | As of<br>September 30,<br>2017<br>RMB 000 | September 30,<br>2017<br>USD 000 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------------------------------|----------------------------------|
| <b>Assets</b>                                                                                                                                                                               |                             |                                           |                                  |
| Current assets:                                                                                                                                                                             |                             |                                           |                                  |
| Cash and cash equivalents                                                                                                                                                                   | 2,003,529                   | 1,987,798                                 | 298,769                          |
| Restricted cash                                                                                                                                                                             |                             |                                           |                                  |
| Short-term investments (including short-term investments measured at fair value of RMB414,513 thousands and RMB363,692 thousands, as of June 30, 2017 and September 30, 2017, respectively) | 569,513                     | 424,692                                   | 63,832                           |
| Accounts receivable, net of allowance for doubtful accounts of nil at June 30, 2017 and September 30, 2017                                                                                  | 165,765                     | 144,724                                   | 21,752                           |
| Loans receivable                                                                                                                                                                            | 295,923                     | 401,229                                   | 60,305                           |
| Amounts due from related parties                                                                                                                                                            | 723,124                     | 701,756                                   | 105,475                          |
| Loans receivable from factoring business                                                                                                                                                    | 570,769                     | 440,794                                   | 66,252                           |
| Other current assets                                                                                                                                                                        | 78,510                      | 238,830                                   | 35,896                           |
| <b>Total current assets</b>                                                                                                                                                                 | <b>4,407,133</b>            | <b>4,339,823</b>                          | <b>652,281</b>                   |
| Long-term investments (including long-term investments measured at fair value of RMB113,559 thousands and RMB116,975 thousands, as of June 30, 2017 and September 30, 2017, respectively)   | 687,967                     | 690,747                                   | 103,820                          |
| Investment in affiliates                                                                                                                                                                    | 588,933                     | 640,820                                   | 96,316                           |
| Property and equipment, net                                                                                                                                                                 | 252,803                     | 248,090                                   | 37,288                           |
| Non-current deferred tax assets                                                                                                                                                             | 52,332                      | 52,083                                    | 7,828                            |
| Other non-current assets                                                                                                                                                                    | 81,720                      | 104,438                                   | 15,700                           |
| <b>Total Assets</b>                                                                                                                                                                         | <b>6,070,888</b>            | <b>6,076,001</b>                          | <b>913,233</b>                   |
| <b>Liabilities and Equity</b>                                                                                                                                                               |                             |                                           |                                  |
| Current liabilities:                                                                                                                                                                        |                             |                                           |                                  |
| Accrued payroll and welfare expenses                                                                                                                                                        | 431,467                     | 491,929                                   | 73,938                           |
| Income tax payable                                                                                                                                                                          | 52,118                      | 70,051                                    | 10,529                           |
| Amounts due to related parties                                                                                                                                                              | 12,273                      | 273                                       | 41                               |
| Deferred revenues                                                                                                                                                                           | 177,279                     | 211,861                                   | 31,843                           |
| Loans payable from factoring business                                                                                                                                                       | 328,562                     | 303,866                                   | 45,671                           |
| Other current liabilities                                                                                                                                                                   | 266,696                     | 366,450                                   | 55,079                           |
| Convertible notes                                                                                                                                                                           | 542,344                     | 498,998                                   | 75,000                           |
| <b>Total current liabilities</b>                                                                                                                                                            | <b>1,810,739</b>            | <b>1,943,428</b>                          | <b>292,101</b>                   |
| Non-current uncertain tax position liabilities                                                                                                                                              | 4,437                       | 4,424                                     | 665                              |
| Other non-current liabilities                                                                                                                                                               | 100,322                     | 71,807                                    | 10,793                           |

|                                                                                            |                      |           |         |
|--------------------------------------------------------------------------------------------|----------------------|-----------|---------|
| <b>Total Liabilities</b>                                                                   | 1,915,498            | 2,019,659 | 303,559 |
| <b>Mezzanine Equity - Redeemable non-controlling Interest of<br/>Subsidiary<br/>Equity</b> | 337,481<br>3,817,909 | 4,056,342 | 609,674 |
| <b>Total Liabilities and Equity</b>                                                        | 6,070,888            | 6,076,001 | 913,233 |

# Noah Holdings Limited

## Condensed Consolidated Income Statements

(In RMB 000, except for USD data, per ADS data and percentages)

(unaudited)

|                                             | Three months ended               |                                  |                                  |               |
|---------------------------------------------|----------------------------------|----------------------------------|----------------------------------|---------------|
|                                             | September 30,<br>2016<br>RMB 000 | September 30,<br>2017<br>RMB 000 | September 30,<br>2017<br>USD 000 | Change        |
| <b>Revenues:</b>                            |                                  |                                  |                                  |               |
| Revenues from third party                   |                                  |                                  |                                  |               |
| One-time commissions                        | 208,917                          | 87,455                           | 13,145                           | (58.1%)       |
| Recurring service fees                      | 113,230                          | 125,702                          | 18,893                           | 11.0%         |
| Performance-based income                    | 3,258                            | 48,759                           | 7,329                            | 1396.6%       |
| Other service fees                          | 30,903                           | 50,866                           | 7,645                            | 64.6%         |
| Total third-party revenues                  | 356,308                          | 312,782                          | 47,012                           | (12.2%)       |
| Revenues from related party                 |                                  |                                  |                                  |               |
| One-time commissions                        | 72,276                           | 125,598                          | 18,878                           | 73.8%         |
| Recurring service fees                      | 181,689                          | 218,684                          | 32,869                           | 20.4%         |
| Performance-based income                    | 1,467                            | 26,020                           | 3,911                            | 1673.7%       |
| Other service fees                          | 32                               | 5,335                            | 802                              | 16571.9%      |
| Total related party revenues                | 255,464                          | 375,637                          | 56,460                           | 47.0%         |
| Total revenues                              | 611,772                          | 688,419                          | 103,470                          | 12.5%         |
| Less: business taxes and related surcharges | (3,314)                          | (4,106)                          | (617)                            | 23.9%         |
| <b>Net revenues</b>                         | <b>608,458</b>                   | <b>684,313</b>                   | <b>102,855</b>                   | <b>12.5%</b>  |
| <b>Operating costs and expenses:</b>        |                                  |                                  |                                  |               |
| Compensation and benefits                   |                                  |                                  |                                  |               |
| Relationship manager compensation           | (130,889)                        | (158,310)                        | (23,794)                         | 20.9%         |
| Other Compensations                         | (187,514)                        | (197,871)                        | (29,740)                         | 5.5%          |
| Total compensation and benefits             | (318,403)                        | (356,181)                        | (53,534)                         | 11.9%         |
| Selling expenses                            | (77,845)                         | (76,967)                         | (11,568)                         | (1.1%)        |
| General and administrative expenses         | (54,879)                         | (60,738)                         | (9,129)                          | 10.7%         |
| Other operating expenses                    | (38,040)                         | (35,330)                         | (5,310)                          | (7.1%)        |
| Government subsidies                        | 43,172                           | 5,234                            | 787                              | (87.9%)       |
| Total operating costs and expenses          | (445,995)                        | (523,982)                        | (78,754)                         | 17.5%         |
| <b>Income from operations</b>               | <b>162,463</b>                   | <b>160,331</b>                   | <b>24,101</b>                    | <b>(1.3%)</b> |

Other income:

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|                                                                              |                |                |               |              |
|------------------------------------------------------------------------------|----------------|----------------|---------------|--------------|
| Interest income                                                              | 11,836         | 12,962         | 1,948         | 9.5%         |
| Interest expenses                                                            | (4,891)        | (4,728)        | (711)         | (3.3%)       |
| Investment income                                                            | 4,503          | 11,271         | 1,694         | 150.3%       |
| Other (expense) income                                                       | 2,495          | (290)          | (44)          | (111.6%)     |
| <b>Total other income</b>                                                    | <b>13,943</b>  | <b>19,215</b>  | <b>2,887</b>  | <b>37.8%</b> |
| Income before taxes and income from equity in affiliates                     | 176,406        | 179,546        | 26,988        | 1.8%         |
| Income tax expense                                                           | (33,974)       | (41,845)       | (6,289)       | 23.2%        |
| Income from equity in affiliates                                             | 5,134          | 45,712         | 6,871         | 790.4%       |
| <b>Net income</b>                                                            | <b>147,566</b> | <b>183,413</b> | <b>27,570</b> | <b>24.3%</b> |
| Less: net loss attributable to non-controlling Interests                     | (7,643)        | (2,136)        | (321)         | (72.1%)      |
| Less: Loss attributable to redeemable non-controlling interest of Subsidiary |                | (333)          | (50)          |              |
| <b>Net income attributable to Noah Shareholders</b>                          | <b>155,209</b> | <b>185,882</b> | <b>27,941</b> | <b>19.8%</b> |
| Income per ADS, basic                                                        | 2.75           | 3.28           | 0.49          | 19.3%        |
| Income per ADS, diluted                                                      | 2.65           | 3.13           | 0.47          | 18.1%        |
| Margin analysis:                                                             |                |                |               |              |
| Operating margin                                                             | 26.7%          | 23.4%          | 23.4%         |              |
| Net margin                                                                   | 24.3%          | 26.8%          | 26.8%         |              |
| Weighted average ADS equivalent: [1]                                         |                |                |               |              |
| Basic                                                                        | 56,382,358     | 56,594,562     | 56,594,562    |              |
| Diluted                                                                      | 60,444,632     | 60,749,462     | 60,749,462    |              |
| ADS equivalent outstanding at end of period                                  | 56,432,189     | 56,704,721     | 56,704,721    |              |

[1] Assumes all outstanding ordinary shares are represented by ADSs. Each ordinary share represents two ADSs.

**Condensed Comprehensive Income Statements****(unaudited)**

|                                                                              | Three months ended |                 |                 | Change  |
|------------------------------------------------------------------------------|--------------------|-----------------|-----------------|---------|
|                                                                              | September 30,      | September 30,   | September 30,   |         |
|                                                                              | 2016<br>RMB 000    | 2017<br>RMB 000 | 2017<br>USD 000 |         |
| <b>Net income</b>                                                            | 147,566            | 183,413         | 27,570          | 24.3%   |
| Other comprehensive income, net of tax:                                      |                    |                 |                 |         |
| Foreign currency translation adjustments                                     | (627)              | (10,362)        | (1,557)         | 1552.6% |
| Fair value fluctuation of available for sale investment (after tax)          | 10,327             | 4,930           | 741             | (52.3%) |
| <b>Comprehensive income</b>                                                  | 157,266            | 177,981         | 26,754          | 13.2%   |
| Less: Comprehensive loss attributable to non-controlling interests           | (7,683)            | (2,089)         | (314)           | (72.8%) |
| Less: Loss attributable to redeemable non-controlling interest of Subsidiary |                    | (333)           | (50)            |         |
| <b>Comprehensive income attributable to Noah Shareholders</b>                | 164,949            | 180,403         | 27,118          | 9.4%    |

**Noah Holdings Limited**  
**Supplemental Information**  
**(unaudited)**

|                                 | September 30,<br>2016 | As of<br>September 30,<br>2017 | Change |
|---------------------------------|-----------------------|--------------------------------|--------|
| Number of registered clients    | 130,491               | 175,979                        | 34.9%  |
| Number of relationship managers | 1,095                 | 1,286                          | 17.4%  |
| Number of cities under coverage | 71                    | 78                             | 9.9%   |

  

|                                                                       | September 30,<br>2016 | Three months ended<br>September 30,<br>2017 | Change  |
|-----------------------------------------------------------------------|-----------------------|---------------------------------------------|---------|
| (in millions of RMB, except number of active clients and percentages) |                       |                                             |         |
| Number of active clients                                              | 4,337                 | 4,456                                       | 2.7%    |
| Transaction value:                                                    |                       |                                             |         |
| Fixed income products                                                 | 17,027                | 10,785                                      | (36.7%) |
| Private equity products                                               | 5,390                 | 9,578                                       | 77.7%   |
| Secondary market equity products                                      | 1,018                 | 3,105                                       | 204.8%  |
| Other products                                                        | 470                   | 79                                          | (83.1%) |
| Total transaction value                                               | 23,904                | 23,546                                      | (1.5%)  |
| Average transaction value per client                                  | 5.51                  | 5.28                                        | (4.1%)  |

**Noah Holdings Limited**  
**Segment Condensed Income Statements**  
**(unaudited)**

|                                             | Three months ended September 30,<br>2017    |                                            |                                                         |                  |
|---------------------------------------------|---------------------------------------------|--------------------------------------------|---------------------------------------------------------|------------------|
|                                             | Wealth<br>Management<br>Business<br>RMB 000 | Asset<br>Management<br>Business<br>RMB 000 | Internet<br>Financial<br>Service<br>Business<br>RMB 000 | Total<br>RMB 000 |
| <b>Revenues:</b>                            |                                             |                                            |                                                         |                  |
| Revenues from third party                   |                                             |                                            |                                                         |                  |
| One-time commissions                        | 87,139                                      | 316                                        |                                                         | 87,455           |
| Recurring service fees                      | 119,193                                     | 6,509                                      |                                                         | 125,702          |
| Performance-based income                    | 48,349                                      | 410                                        |                                                         | 48,759           |
| Other service fees                          | 19,991                                      | 4,974                                      | 25,901                                                  | 50,866           |
| Total third-party revenues                  | 274,672                                     | 12,209                                     | 25,901                                                  | 312,782          |
| Revenues from related party                 |                                             |                                            |                                                         |                  |
| One-time commissions                        | 125,517                                     | 81                                         |                                                         | 125,598          |
| Recurring service fees                      | 91,733                                      | 126,951                                    |                                                         | 218,684          |
| Performance-based income                    |                                             | 26,020                                     |                                                         | 26,020           |
| Other service fees                          |                                             |                                            | 5,335                                                   | 5,335            |
| Total related party revenues                | 217,250                                     | 153,052                                    | 5,335                                                   | 375,637          |
| Total revenues                              | 491,922                                     | 165,261                                    | 31,236                                                  | 688,419          |
| Less: business taxes and related surcharges | (3,059)                                     | (709)                                      | (338)                                                   | (4,106)          |
| <b>Net revenues</b>                         | <b>488,863</b>                              | <b>164,552</b>                             | <b>30,898</b>                                           | <b>684,313</b>   |
| <b>Operating costs and expenses:</b>        |                                             |                                            |                                                         |                  |
| Compensation and benefits                   |                                             |                                            |                                                         |                  |
| Relationship manager compensation           | (157,561)                                   |                                            | (749)                                                   | (158,310)        |
| Other compensation                          | (116,828)                                   | (52,178)                                   | (28,865)                                                | (197,871)        |
| Total compensation and benefits             | (274,389)                                   | (52,178)                                   | (29,614)                                                | (356,181)        |
| Selling expenses                            | (69,769)                                    | (3,801)                                    | (3,397)                                                 | (76,967)         |
| General and administrative expenses         | (26,216)                                    | (21,803)                                   | (12,719)                                                | (60,738)         |
| Other operating expenses                    | (14,749)                                    | (11,403)                                   | (9,178)                                                 | (35,330)         |
| Government subsidies                        | 3,097                                       | 2,137                                      |                                                         | 5,234            |
| Total operating costs and expenses          | (382,026)                                   | (87,048)                                   | (54,908)                                                | (523,982)        |

|                                      |         |        |          |         |
|--------------------------------------|---------|--------|----------|---------|
| <b>Income (loss) from operations</b> | 106,837 | 77,504 | (24,010) | 160,331 |
|--------------------------------------|---------|--------|----------|---------|

**Noah Holdings Limited**  
**Segment Condensed Income Statements**  
**(unaudited)**

|                                             | Three months ended September 30,<br>2016    |                                            |                                                         |                  |
|---------------------------------------------|---------------------------------------------|--------------------------------------------|---------------------------------------------------------|------------------|
|                                             | Wealth<br>Management<br>Business<br>RMB 000 | Asset<br>Management<br>Business<br>RMB 000 | Internet<br>Financial<br>Service<br>Business<br>RMB 000 | Total<br>RMB 000 |
| <b>Revenues:</b>                            |                                             |                                            |                                                         |                  |
| Revenues from third party                   |                                             |                                            |                                                         |                  |
| One-time commissions                        | 208,687                                     | 230                                        |                                                         | 208,917          |
| Recurring service fees                      | 99,738                                      | 13,492                                     |                                                         | 113,230          |
| Performance-based income                    | 1,146                                       | 2,112                                      |                                                         | 3,258            |
| Other service fees                          | 19,437                                      |                                            | 11,466                                                  | 30,903           |
| Third party revenues                        | 329,008                                     | 15,834                                     | 11,466                                                  | 356,308          |
| Revenues from related party                 |                                             |                                            |                                                         |                  |
| One-time commissions                        | 72,151                                      | 125                                        |                                                         | 72,276           |
| Recurring service fees                      | 76,047                                      | 105,642                                    |                                                         | 181,689          |
| Performance-based income                    | 57                                          | 1,410                                      |                                                         | 1,467            |
| Other service fees                          | 32                                          |                                            |                                                         | 32               |
| Related party revenues                      | 148,287                                     | 107,177                                    |                                                         | 255,464          |
| Total revenues                              | 477,295                                     | 123,011                                    | 11,466                                                  | 611,772          |
| Less: business taxes and related surcharges | (2,691)                                     | (514)                                      | (109)                                                   | (3,314)          |
| <b>Net revenues</b>                         | <b>474,604</b>                              | <b>122,497</b>                             | <b>11,357</b>                                           | <b>608,458</b>   |
| <b>Operating costs and expenses:</b>        |                                             |                                            |                                                         |                  |
| Compensation and benefits                   |                                             |                                            |                                                         |                  |
| Relationship manager compensation           | (128,869)                                   | (3)                                        | (2,017)                                                 | (130,889)        |
| Other compensation                          | (115,908)                                   | (38,530)                                   | (33,076)                                                | (187,514)        |
| Total compensation and benefits             | (244,777)                                   | (38,533)                                   | (35,093)                                                | (318,403)        |
| Selling expenses                            | (70,124)                                    | (3,834)                                    | (3,887)                                                 | (77,845)         |
| General and administrative expenses         | (26,742)                                    | (21,191)                                   | (6,946)                                                 | (54,879)         |
| Other operating expenses                    | (24,889)                                    | (4,743)                                    | (8,408)                                                 | (38,040)         |
| Government subsidies                        | 34,992                                      | 8,180                                      |                                                         | 43,172           |
| Total operating costs and expenses          | (331,540)                                   | (60,121)                                   | (54,334)                                                | (445,995)        |

|                                      |         |        |          |         |
|--------------------------------------|---------|--------|----------|---------|
| <b>Income (loss) from operations</b> | 143,064 | 62,376 | (42,977) | 162,463 |
|--------------------------------------|---------|--------|----------|---------|

**Noah Holdings Limited****Reconciliation of GAAP to Non-GAAP Results****(In RMB, except for per ADS data and percentages)****(unaudited)**

|                                                                                    | Three months ended    |                       |         |
|------------------------------------------------------------------------------------|-----------------------|-----------------------|---------|
|                                                                                    | September 30,<br>2016 | September 30,<br>2017 | Change  |
|                                                                                    | RMB 000               | RMB 000               |         |
| Net income attributable to Noah Shareholders                                       | 155,209               | 185,882               | 19.8%   |
| Adjustment for share-based compensation related to:                                |                       |                       |         |
| Share options                                                                      | 5,410                 | 15,105                | 179.2%  |
| Restricted shares                                                                  | 19,082                | 14,396                | (24.6%) |
| Adjusted net income attributable to Noah Shareholders (non-GAAP)*                  | 179,701               | 215,383               | 19.9%   |
| Net margin                                                                         | 24.3%                 | 26.8%                 |         |
| Adjusted net margin (non-GAAP)*                                                    | 28.3%                 | 31.1%                 |         |
| Net income attributable to Noah Shareholders per ADS, diluted                      | 2.65                  | 3.13                  | 18.1%   |
| Adjusted net income attributable to Noah Shareholders per ADS, diluted (non-GAAP)* | 3.05                  | 3.62                  | 18.7%   |

\* The non-GAAP adjustments do not take into consideration the impact of taxes on such adjustments.