

Noah Holdings Ltd  
Form SC 13G/A  
March 15, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information to Be Included in Statements Filed Pursuant to Rules 13d-1 (b), (c) and (d)**  
**and Amendments Thereto Filed Pursuant To 13d-2**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**Noah Holdings Limited**

**(Name of Issuer)**

**Ordinary Shares, Par Value US\$0.0005 Per Share<sup>1</sup>**

**(Title of Class of Securities)**

**65487X102<sup>2</sup>**

**(CUSIP Number)**

**December 31, 2015**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>1</sup> Not for trading; two American depositary shares represent one ordinary share.

<sup>2</sup> This CUSIP number applies to the Issuer's American depositary shares.

**SCHEDULE 13G**

1 NAME OF REPORTING PERSONS

Jingbo Wang

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 N/A  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

The People's Republic of China  
5 SOLE VOTING POWER

NUMBER OF

SHARES 6,950,100 ordinary shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 6,950,100 ordinary shares  
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,950,100 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

24.8%<sup>3</sup>

12 TYPE OF REPORTING PERSON (See Instructions)

IN

<sup>3</sup> Based on 28,071,538 ordinary shares outstanding as of December 31, 2015

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**SCHEDULE 13G**

1 NAME OF REPORTING PERSONS

Jing Investors Co., Ltd.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 N/A  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands  
5 SOLE VOTING POWER

NUMBER OF

SHARES 6,950,100 ordinary shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 6,950,100 ordinary shares  
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,950,100 ordinary shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

24.8%<sup>4</sup>

12 TYPE OF REPORTING PERSON (See Instructions)

CO

<sup>4</sup> Based on 28,071,538 ordinary shares outstanding as of December 31, 2015

**SCHEDULE 13G**

**Item 1.**

(a) Name of Issuer:

Noah Holdings Limited

(b) Address of Issuer's Principal Executive Offices:

No. 32 Qinhuangdao Road, Building C,

Shanghai 200082,

The People's Republic of China

**Item 2.**

(a) Name of Person Filing:

Jingbo Wang

Jing Investors Co., Ltd. ( Jing Investors )

(b) Address of Principal Business Office or, if none, Residence:

For Jingbo Wang:

Building 2, 1687 Changyang Road, Yangpu District, Shanghai, P.R. China, 200090

For Jing Investors:

c/o Jingbo Wang

Building 2, 1687 Changyang Road, Yangpu District, Shanghai, P.R. China, 200090

(c) Citizenship:

Ms. Jingbo Wang is a citizen of the People's Republic of China.

Jing Investors is a British Virgin Islands company.

(d) Title of Class of Securities:

Ordinary shares, Par Value US\$0.0005 Per Share

(e) CUSIP Number:

65487X102.

This CUSIP number applies to the issuer's American depositary shares; Two American depositary shares represent one ordinary share.



**SCHEDULE 13G**

**Item 3. If this statement is filed pursuant to § 240.13d-1(b) or § 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

The information required by Items 4(a) - (c) is set forth in Rows 5-11 of the cover page hereto and is incorporated herein by reference.

Jing Investors is the record owner of 6,900,000 ordinary shares of the Issuer. Ms. Jingbo Wang is the sole director of Jing Investors and as such has power to vote and dispose of the ordinary shares held by Jing Investors. Ms. Jingbo Wang is the beneficial owner of all the ordinary shares held by Jing Investors.

Jing Investors is indirectly wholly owned by Ark Trust (Hong Kong) Limited in its capacity as trustee of the Jing Family Trust (the Trust) constituted under the laws of Hong Kong, with Ms. Jingbo Wang as the settlor and Ms. Jingbo Wang and her family members as the beneficiaries. The Trust was established for the purposes of Ms. Jingbo Wang's wealth management and family succession planning. Jing Investors is directly wholly owned by Magic Beams Enterprises Ltd., a British Virgin Islands company, which is in turn wholly owned by ARK Trust (Hong Kong) Limited, a professional trustee company. Therefore, Ark Trust (Hong Kong) Limited as trustee of the Trust indirectly holds the shares of Jing Investors. Ark Trust (Hong Kong) Limited as trustee of the Trust has no power to dispose of the ordinary shares held by Jing Investors except upon written instruction by Ms. Jingbo Wang, or to avoid criminal sanction or civil liability to persons not connected with the Trust, or to avoid adverse impact on the reputation of Ark Trust (Hong Kong) Limited or any of its associates.

Ms. Jingbo Wang is the record owner of 50,100 ordinary shares of the Issuer.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**SCHEDULE 13G**

**Item 8. Identification and Classification of Member of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 15, 2016

**Jing Investors Co., Ltd.**

By: /s/ Jingbo Wang  
Name: Jingbo Wang  
Title: Director

**Jingbo Wang**

By: /s/ Jingbo Wang  
Name: Jingbo Wang

**LIST OF EXHIBITS**

**Exhibit**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| A*         | Joint Filing Agreement, dated February 13, 2012, by and among Jing Investors Co., Ltd. and Jingbo Wang |

\* previously filed