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

Amendment No. 2 to FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2024

Commission file number: 001-38813

Puyi Inc.

61F, Pearl River Tower
No. 15 Zhujiang West Road, Zhujiang New Town, Tianhe, Guangzhou
Guangdong Province, People's Republic of China
Tel: +86-020-28381666

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

EXPLANATORY NOTE

This Amendment No. 2 to Form 6-K (“Amendment No. 2”) is being filed by Puyi Inc. as an amendment to the Form 6-K/A dated February 5, 2024 (the “Form 6-K/A”). The purpose of this Amendment No. 2 is to postpone the original extraordinary general meeting on February 22, 2024 until March 13, 2024 and update the proposed English name from Huapu Inc. to Highest Performances Holdings Inc. in the exhibit 99.2 and 99.3 on this Amendment No. 2 from the Form 6-K/A.

EXHIBIT INDEX

Number	Description of Document
99.1	– Press Release
99.2	– Notice of Extraordinary General Meeting
99.3	– Form of Proxy for the Extraordinary General Meeting

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.

PUYI INC.

By: /s/ Hu Yanan

Name: Hu Yanan

Title: Vice-Chairman of the Board,
Chief Executive Officer

Date: February 20, 2024

Puyi Inc. Announces the Postponement of the Extraordinary General Meeting

GUANGZHOU, China, February 20, 2024 (GLOBE NEWSWIRE) – Puyi Inc. (NASDAQ: PUYI) (“Puyi” or the “Company”), a leading third-party wealth management services provider in China, today announced the postponement of the previously scheduled extraordinary general meeting (“EGM”) at 10:00 a.m. on February 22, 2024 (Beijing time) to 10:00 a.m. on March 13, 2024 (Beijing time) (“March EGM”) and the updated proposed English name from Huapu Inc. to Highest Performances Holdings Inc. in a new notice of March EGM from the original notice of EGM dated February 5, 2024.

The postponement of the EGM is made by the directors of our Company with discretion and the change of the proposed English name is intended to reflect the Company’s current business direction as it is committed to becoming a leading third-party wealth management services provider, and to providing our clients with high-quality, diversified financial products and services and offering a one-stop support platform for financial advisors.

Copies of the notice of the March EGM and form of proxy are available on the Investor Relations section of the Company’s website at <https://ir.puyiwm.com/>. Holders of the Company’s American depository shares (“ADSs”) who wish to exercise their voting rights for the underlying ordinary shares represented by the ADSs must act through the depository of the Company, Deutsche Bank Trust Company Americas.

About Puyi

Established in 2010 and listed on Nasdaq in 2019, Puyi is a comprehensive financial technology service group based on family financial asset allocation. It focuses on providing personalized wealth management services for emerging middle-class and affluent families, comprehensive support services for financial planners, and diversified financial services for institutional clients.

Puyi Fund Sales Co., Ltd., a PRC entity contractually controlled by Puyi, holds licenses for both securities and futures business and fund distribution. Puyi has developed an industry-leading digital technology platform, which supports end-to-end transactions for over 9000 fund products offered by over 110 fund companies nationwide, as well as proprietary portfolios of publicly raised fund products on a dollar-cost averaging basis. Additionally, Puyi offers a comprehensive service ecosystem tailored for high-net-worth clients, including insurance brokerage services, trust consulting services, tax services, legal advisory services, as well as overseas asset allocation and education consulting services.

Forward-looking Statements

This press release contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements that are other than statements of historical facts. When Puyi uses words such as “may,” “will,” “intend,” “should,” “believe,” “expect,” “anticipate,” “project,” “estimate” or similar expressions that do not relate solely to historical matters, it is making forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause the actual results to differ materially from Puyi’s expectations discussed in the forward-looking statements. These statements are subject to uncertainties and risks including, but not limited to, the following: Puyi’s goals and strategies; Puyi’s future business development; product and service demand and acceptance; changes in technology; economic conditions; the growth of the third-party wealth management industry in China; reputation and brand; the impact of competition and pricing; government regulations; fluctuations in general economic and business conditions in China and the international markets Puyi serves and assumptions underlying or related to any of the foregoing and other risks contained in reports filed by Puyi with the Securities and Exchange Commission. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. Additional factors are discussed in Puyi’s filings with the U.S. Securities and Exchange Commission, which are available for review at www.sec.gov. Puyi undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.

For more information, please contact:

Puyi Inc.
Tel: +86-20-28866499
Email: ir@puyiwm.com

Puyi Inc.*(incorporated in the Cayman Islands with limited liability)***NOTICE OF EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MARCH 13, 2024**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Puyi Inc. (the “Company”) will be held at 61F, Pearl River Tower, No. 15 Zhujiang West Road, Zhujiang New Town, Tianhe, Guangzhou, Guangdong Province, People’s Republic of China on March 13, 2024 at 10:00 a.m. (Beijing time) for the purpose of considering and, if thought fit, passing and approving the following special resolutions to:

- (i) change the Company’s English name from Puyi Inc. to Highest Performances Holdings Inc. and the Company’s Chinese name from 普益有限公司 to 华普财富集团有限公司, respectively, and, accordingly, to amend the memorandum and articles of association of the Company in force as of the date of this notice (the “Articles”) to change all references to Puyi Inc. in the Articles to Highest Performances Holdings Inc.;
- (ii) amend the Articles to amend the authorized share capital of the Company from US\$2,000,000 divided into 2,000,000,000 Ordinary Shares of a nominal or par value of US\$0.001 each to US\$2,000,000 divided into (i) 1,950,000,000 Ordinary Shares of a nominal or par value of US\$0.001 each and (ii) 50,000,000 Preference Shares of a nominal or par value of US\$0.001 each, and each holder of the Preference Shares shall have twenty (20) votes for each Preference Share;
- (iii) amend the Articles to reflect the exemption of the Company from holding an annual general meeting in each year;
- (iv) replace the existing Articles in their entirety with a new memorandum and articles of association of the Company to reflect aforementioned change; and
- (v) authorize the directors of the Company to take any and all action that might be necessary to effect the foregoing resolutions as such director, in his or her absolute discretion, thinks fit.

The board of directors of the Company has fixed the close of business on January 9, 2024 (New York time) as the record date (the “Record Date”). All holders of our ordinary shares, whether or not represented by American depositary shares (the “ADSs”), on the Record Date are entitled to receive notice of and to vote at our extraordinary general meeting or any adjournment or postponement thereof.

If you are a holder of our ordinary shares on the Record Date, you are cordially invited to attend the extraordinary general meeting in person. Your vote is important. If you cannot attend the extraordinary general meeting in person, you are urged to complete, sign, date and return the accompanying form of proxy by mail to the Company’s office at 61F, Pearl River Tower, No. 15 Zhujiang West Road, Zhujiang New Town, Tianhe, Guangzhou, Guangdong Province, People’s Republic of China, Attention: Ms. Doris Wu, or by email to ir@puyiwm.com or by phone to Ms. Doris Wu at +86-20-28866499 as soon as possible and in any event no later than 10:00 a.m. March 8, 2024 (Beijing time).

If you are a registered holder of our ADSs as at the Record Date, the depository, Deutsche Bank Trust Company Americas, will forward to you the information of our extraordinary general meeting and ask you to provide your voting instructions with respect to the ordinary shares represented by your ADSs. Holders of our ADSs who wish to exercise their voting rights for the underlying ordinary shares represented by the ADSs must act through the depository. For your voting instructions to be valid, you must comply with the instructions provided by or on behalf of the depository, and the depository must receive your voting instructions in the manner and on or before the date specified. The depository will try, to the extent practicable and legally permissible, subject to the provisions of or governing the underlying ordinary shares, to vote or to have its agents vote the ordinary shares as you instruct. The depository shall, in the manner and on or before the time established by the depository for such purpose, endeavor to vote or cause to be voted the underlying ordinary shares represented by the ADSs in accordance with your instructions insofar as practicable and permitted under the provisions of or governing the ordinary shares. The depository will not itself exercise any voting discretion. Furthermore, neither the depository nor its agents are responsible for any failure to carry out any voting instructions, for the manner in which any vote is cast or for the effect of any vote.

BY ORDER OF THE BOARD OF DIRECTORS

Hu Yinan
Vice-Chairman of the Board,
Chief Executive Officer
Date: February 20, 2024

Puyi Inc.
(incorporated in the Cayman Islands with limited liability)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MARCH 13, 2024 (OR ANY ADJOURNMENT OR
POSTPONEMENT THEREOF)**

We, _____ of _____, being the registered holder of _____ ordinary shares, par value US\$0.001 per share in the share capital of Puyi Inc. (the "Company") hereby appoint _____, or failing him/her, the Chairman of the extraordinary general meeting, as our proxy to attend and act on our behalf at the extraordinary general meeting of the Company to be held at 61F, Pearl River Tower, No. 15 Zhujiang West Road, Zhujiang New Town, Tianhe, Guangzhou, Guangdong Province, People's Republic of China on March 13, 2024 at 10:00 a.m. (Beijing time), and at any adjournment(s) or postponement(s) thereof. Our proxy is instructed to vote on a poll or on a show of hands on the resolutions in respect of the matters specified in the Notice of the Extraordinary General Meeting as indicated below:

SPECIAL RESOLUTIONS		Please tick "✓" or insert the number of shares to be voted for or against or to abstain in the appropriate column below		
		FOR	AGAINST	ABSTAIN
1.	That the Company's English name be changed from Puyi Inc. to Highest Performances Holdings Inc. and the Company's Chinese name be changed from 普益有限公司 to 华普财富集团有限公司, including the replacement of all references to Puyi Inc. with Highest Performances Holdings Inc. in the memorandum and articles of association of the Company (the "Articles").			
2.	That the Articles be amended to amend the authorized share capital of the Company from US\$2,000,000 divided into 2,000,000,000 Ordinary Shares of a nominal or par value of US\$0.001 each to US\$2,000,000 divided into (i) 1,950,000,000 Ordinary Shares of a nominal or par value of US\$0.001 each and (ii) 50,000,000 Preference Shares of a nominal or par value of US\$0.001 each, and each holder of the Preference Shares shall have twenty (20) votes for each Preference Share.			
3.	That the Articles be amended to reflect the exemption of the Company from holding an annual general meeting in each year.			
4.	That the existing Articles be replaced in their entirety with a new memorandum and articles of association of the Company to reflect aforementioned change.			
5.	That each of the directors of the Company be authorized to take any and all action that might be necessary to effect the foregoing resolutions as such director, in his or her absolute discretion, thinks fit.			

Dated _____, 2024

Signature: _____
(Given under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized in writing)

INSTRUCTIONS:

1. Only the holders of record of the ordinary shares of the Company at the close of business on January 9, 2024 (New York time) should use this form of proxy.
 2. If you are the holder of two or more ordinary shares, you may appoint more than one proxy to represent you and vote on your behalf at the extraordinary general meeting. A proxy need not be a shareholder. Please insert the name of the person(s) of your own choice that you wish to be appointed your proxy in the space provided, failing which the chairman of the extraordinary general meeting will be appointed as your proxy.
 3. Submission of the executed proxies shall not preclude you from attending and voting at the extraordinary general meeting in person and in such event, the appointment of a proxy shall be deemed to be revoked.
 4. Please indicate your voting preference by ticking, or inserting in the number of shares to be voted for or against or to abstain, the boxes above in respect of each resolution. The ordinary shares represented by all properly executed proxies returned to the Company before 10:00 a.m. March 8, 2024 (Beijing time), being the deadline for return of such proxies, will be voted by the proxy holder at the extraordinary general meeting as indicated or, if no instruction is given, your proxy will vote or abstain at his/her discretion. As to any other business that may properly come before the extraordinary general meeting, the ordinary shares represented by all properly executed proxies will be voted in accordance with the discretion of proxy holders. The Company does not presently know of any other business which may come before the extraordinary general meeting. However, if any other matter properly comes before the extraordinary general meeting, or any adjournment or postponement 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.
 5. Any alteration made to this form of proxy must be initialed by the persons(s) who sign(s) it.
 6. Whether or not you propose to attend the relevant meeting(s) in person, you are strongly advised to complete and return this form of proxy in accordance with these instructions. To be valid, please mark, sign, date and return the form of proxy (together with any power of attorney or other authority under which it is signed or a notarized and/or duly certified copy of that power or authority) by mail to the Company at 61F, Pearl River Tower, No. 15 Zhujiang West Road, Zhujiang New Town, Tianhe, Guangzhou, Guangdong Province, People's Republic of China, Attention: Ms. Doris Wu, or send copies of the foregoing by email to ir@puyiwm.com or by phone to Ms. Doris Wu at +86-20-28866499, as soon as possible and in any event no later than 10:00 a.m. March 8, 2024 (Beijing time).
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